

THE GETAWAY

by

Walter Hill

*There is honor among pickpockets  
and honor among whores. It is  
simply that the standards differ.*

Ernest Hemingway

Based on the novel  
by  
Jim Thompson

SECOND DRAFT SCREENPLAY

IN 1949

Cokes were a nickel, Truman was President, the Yankees won the Pennant, John F. Kennedy was in the House of Representatives, Studebaker made cars, Jane Wyman won an Academy Award, Doak Walker was an All-American, G.I.'s were going to college, skirts were mid-calf, three blacks were lynched in the South, the stock market was up, and Doc McCoy robbed a bank in Beacon City, Texas.

CARTER "DOC" McCOY A

His father was a gang pusher on oil rigs; his mother, when she worked, was a bookkeeper. Since the elder McCoy stayed on the move, going to new oil fields that were constantly opening up all over the southwest, he had to leave his family behind for months at a stretch... So Doc grew up with his mother in the small house just outside of Albuquerque, and grew up without much discipline...

He liked guns, hunted rabbits from the time he was eight, hated school, left it behind after the tenth grade...

He had a streak in him -- stole a car for kicks when he was sixteen, then stole another and turned it over for three bills...

Doc left home and lived on the shadow line; he worked in a logging camp, tried the merchant marine, then drifted into running hot cars down to Mexico... he didn't stay with anything very long because he didn't like working for people, didn't like taking orders, and didn't like authority...

Doc was one of the rare ones... By nature an anarchist, but not in the political sense... he did vote once -- Roosevelt.

They called him "Doc" because he was bright and whatever trade he went into, he learned it well... his intelligence, his ability to concentrate on the immediate problem gave him a head start on developing the attitudes of a soldier of fortune.

No one ever doubted another one of his traits; if Doc said he was going to do something, he did it.

When the war came he was twenty-eight years old and for the last three months he had been driving a cat for a big construction outfit...

Doc joined the Marines; he fought well, Bougainville, the Marianas, was decorated twice but sometimes he fought guys wearing the same uniform... got busted, a few weeks in the stockade didn't help his attitude... but the Marines did teach him two things: a complete knowledge of small arms and a complete hatred of regimentation...

After the war he drifted; met some smart guys and moved into a couple of heists, a bank on the West Coast, race track at a county fair in Florida, a department store during the Christmas rush in Ohio...

...he planned the jobs with precision, no one could get on the inside of a robbery as deftly as he did, he moved with great calculation but little malice... he simply did the job well. And like the best of professionals, the four heists that Doc engineered were like minor surgery; quick, simple, direct...

Then he met Carol, she picked up on his style, helped him when she could; in February of 1946 they had a quiet wedding...

In June of 1946 an accomplice, who Doc had worked with a year before, turned state's evidence on a payroll heist in Texas...

Doc was picked up and drew one to five years...

Carol waited and for three years Doc served his sentence, but he wasn't the kind of guy that could take being penned up, and...

When Doc's parole session came up things began to get complicated...

CAROL AINSLEE McCOY

Grew up in a small town in New Hampshire -- two mills and one bottling factory. In 1931, when she was eleven, Carol's father went down to Boston looking for work. He never bothered to come back.

To keep the small frame house down by the highway, her mother, a distant woman, took domestic work for a few years, then finally got on in one of the second-shifts at the mill. Forty-four hours a week, sixteen dollars.

Small, thin, quiet, nervous, without brothers or sisters, she grew slowly as the time passed; then, quite suddenly, in her fifteenth year, Carol added four inches; her growth wasn't a blossoming though, she dressed badly, cut her hair in a severe style...

She was a pretty girl, but never quite believed it; not many guys asked her out, Carol was never an easy girl to talk to -- she mostly kept to herself -- Carol might have passed for being simple and shy except for her occasional habit of lapsing into keen-edged sarcasm...

When she was seventeen a girl friend of hers set up a blind date with a big, blond, good-looking boy from the next town -- Carol's date got drunk and in the car on the way home he shoved his hand up her skirt -- she pushed him away and they drove the remaining distance in silence... He never called her after that night but later she often thought about him... and that moment.

When she graduated from Emerson High, Carol bought herself a present -- an anklet which she was to wear for years after, her initials were engraved on the gold plate.

Her dream life centered on the town's lending library; she started with romances then developed a taste for the adventure novel -- Stevenson, Kipling; her favorite novel was Anthony Adverse...

Her favorite film: GONE WITH THE WIND...

After high school she took a job at a shoe store... Carol worked at it for three years and for all appearances seemed on her way to a faceless existence... but in reality she hadn't accepted anything of the kind; she had one desire, to get far away... she had one constant emotion: extreme loneliness...

When Doc McCoy showed up, she was ready...

## RUDY BUTLER

grew up in Trenton, New Jersey. The third of four children, his first lessons in survival came from his father -- or rather avoiding his father - a huge drunken brick-layer who beat Rudy senseless at every opportunity.

He was terribly afraid of the dark, and slept fitfully at all times of his life -- when you're asleep you're unprotected.

Rudy masked his fear with aggression; this with a natural animal cunning made his drift into crime an effortless journey.

He knocked over a string of gas stations when he was still in his teens, became a bag man for a local organization -- did a contract when he was twenty-two...

Too paranoid to stick with any gang for long, Rudy began to work by the job -- specializing in armed robbery.

He did five years at the State Penitentiary at Jackson, Michigan. He didn't come out a hard case, Rudy always had been.

His softening features: an intense sympathy for all animals.

## THE GETAWAY

FADE IN:

CARD OVER:

SANDERSON PRISON  
TEXAS  
1949

1 INT. PRISON MACHINE SHOP - DAY

DOC McCOY stands at a metal lathe doing close tolerance work on a cold-steel rod. As the bit works against the shaft, lubricating oil drips onto the tempered steel blade. The machine whines as metal shavings curl off and drop to the floor.

Doc expertly runs the lathe, working the bit pressure up and down, putting a beveled edge on the whirling rod.

Around the large concrete-floored room other prisoners are mastering the tool and die craft; running machines, reading blueprints, tooling up. The activity within the room keeps the noise level at a constant ROAR.

From across the shop a uniformed GUARD approaches Doc and taps his shoulder; Doc looks up then cuts off his machine and begins to unclamp the rod.

The Guard remains near Doc... watching.

2 INT. PRISON WASHROOM

A grimy, ill-kept place; Doc soaps his hands, washes his face, dries himself with a paper towel.

Doc stops in front of a tiny mirror and runs his hand over his prison haircut, trying to give it an orderly appearance. He then carefully tucks his blue work shirt into his regulation trousers.

The Guard remains near Doc... watching.

3 INT. PRISON CORRIDOR

Doc walks down the bleak hallway; the Guard remains at his shoulder. Near the end of the passage another GUARD opens a doorway and allows Doc and the First Guard to enter the room where he stands sentry.

## 4 INT. HEARING ROOM - DAY

A long table has been set up at the head of the room; Several PRISON OFFICIALS and Parole Board MEMBERS are seated, facing the length of the room.

Seated at one end of the table is an Irish looking MAN; floridly handsome and a bit overweight, his red hair is beginning to grey. The nameplate in front of him reads: J. BEYNON.

Doc enters the room and seats himself near two other PRISONERS, the GUARD stands back against the wall.

Another table has been set up; this one near the seated Prisoners, for their LEGAL COUNSELS -- several lawyers examine papers before them, waiting for the hearing to begin.

A MAN at the center of the large table clears his throat, then begins to speak.

CHAIRMAN

I think we can begin... First  
parole request Carter "Doc"  
McCoy... is legal counsel  
present?

A MAN rises from behind the lawyers' table.

LAWYER

Yes. Eugene Stewart representing  
Mr. McCoy.

## 5 DOC

watching...

## 6 AT THE TABLE

The Man checks the papers before him.

CHAIRMAN

(his voice a  
bored drone)

Carter McCoy, one to five years  
sentence for armed robbery, first  
offense in the State of Texas,  
wanted by the State of Ohio for  
questioning concerning armed  
robbery on a payroll theft...

(CONTINUED)



6 CONTINUED:

LAWYER

The State of Ohio has waved jurisdiction; Mr. Chairman. They no longer seek Mr. McCoy in connection with that case.

CHAIRMAN

(adjusting  
his papers)

That is correct. Very well. Mr. McCoy has served three years of his sentence, applied for parole once, rejected -- prison record; satisfactory. Re-applied for parole on September 5th of this year...

The Chairman lowers the paper, looks across to the lawyer.

CHAIRMAN

Remarks?

LAWYER

We would only again like to call the committee's attention to Mr. McCoy's war record and his satisfactory behavior as a prisoner.

CHAIRMAN

Yes. Notice is taken.

He looks down the table at the dark-suited men.

CHAIRMAN

(continuing)

The Board met in closed chambers last week... have you reached a decision regarding Mr. McCoy's request for parole?

7 DOC

His face is taut.

8 AT THE TABLE

A Second MAN looks across to the Chairman.

(CONTINUED)

8 CONTINUED:

SECOND MAN  
(seated near  
Beynon)  
Request for parole is denied.  
The prisoner may re-apply in  
one calendar year.

9 DOC

lowers his eyes, then looks up at his lawyer. The  
Lawyer avoids Doc's glance, he shuffles the papers in  
front of him, begins stuffing them into his briefcase.

10 AT THE TABLE

The Chairman flips his papers to a new page.

CHAIRMAN  
(still totally  
without emotion)  
Very well. The next request  
for parole is from John Doty.  
Is legal counsel present?

VOICE (O.S.)  
Yes.

CHAIRMAN  
Mr. Doty is serving five to  
twelve years for embezzlement  
of corporate funds...

11 DOC'S

jaw tightens... he again looks to the floor.

12 INT. CELL BLOCK - NIGHT

A WARDER jangles his key ring as he passes by the iron-  
doored cells...

13 INT. CELL - NIGHT

Doc lies across a small cot within his shadow-crossed  
cell. His eyes open, he stares vacantly at the wall  
adjoining the bed...

(CONTINUED)

13 CONTINUED:

Around the cubicle his personal effects can be seen; a picture of an attractive woman, several battered paperbacks, a model suspension bridge that he has built in the prison shop...

Doc continues looking at the wall, deep in thought as a cockroach crawls up the surface in front of him...

14 INT. PRISON - DAY - VISITOR'S BUNGALOW

Doc is seated... waiting. CAROL enters the darkened room and seats herself opposite Doc. They are separated by a wide table and net of wire meshing that springs upward from mid-point between them.

CAROL

(big smile; she  
wants the moment  
to be an upper)

Hello, Doc.

He simply stares back at her; pretty face, but a rather dowdy skirt and sweater, her hair-do is slightly frizzy ... a lot of the small town still shows... Doc continues looking at Carol. Finally:

DOC

Okay. This is how it sits.  
I'm not built for this. I  
got to get out.

CAROL

The lawyers --

DOC

(sharply  
cutting in)

For two years they've been  
fumbling around... They're no  
closer now than they were then...

CAROL

I guess not... I don't know...

DOC

I do. And I know I can't make  
it here any more...

CAROL

I know it's hard...

(CONTINUED)

14 CONTINUED:

DOC

(softly, without  
bitterness)

You don't know, you don't know  
at all, you don't even know  
the first part of it... I've  
got to get out.

CAROL

(turning her  
eyes downward)

Yes.

DOC

Look, we tried it the legal  
way. Now we've got to make  
them an offer. They're all  
grafters...

CAROL

We don't have that kind of  
cash. It would take a real  
bite.

DOC

I know a little bank -- I'll  
cut them in for half. But  
you have to make the hit...

CAROL

(resigning herself)

All right... just tell me...

DOC

You go to San Angelo, get in  
touch with Beynon, he's the  
one with the juice.

CAROL

He's supposed to run a  
protection game.

DOC

He can be bought.

(gently)

It's on you now... how you talk  
to him, how you set it up,  
you've got to handle him right  
... Buy yourself a new dress  
first, get a permanent... Be  
my pretty girl... okay?

(CONTINUED)

14 CONTINUED:

CAROL

Okay, Doc.

CUT TO:

15 EXT. COUNTY COURTHOUSE - SAN ANGELO - DAY

Carol crosses the tiny city square and moves toward the old three-story Victorian building. In front of the courthouse a Civil War cannon stands ready to defend the honor of the city...

16 INT. COURTHOUSE

She moves to the back of the large building and up a rear stairway toward the overhead offices...

17 CAROL

enters a small outer office; wearing a soft, billowy, nylon dress, her hair right out of an Ann Sothern movie, she looks very good... A middle-aged SECRETARY looks up at Carol. A short, balding MAN in his forties works at a large desk across the room from the Secretary... he seems totally occupied with his bookwork.

18 NEAR THE ACCOUNTANT

THREE MEN are seated on a plaid davenport. All three are dressed casually western, by the look of them they might be bronc riders, teamsters, or minor league ball players -- all three have one commonality, they look whipcord tough...

HAYHOE -- thirty years old, buck teeth and blue eyes, a bitter-ender, but not very bright...

CULLY -- well-padded strength, large hands and wrists that pop out of his buttoned shirtsleeves...

SWAIN -- a little older and a little smarter than the other two, his narrow features allow no warmth...

After a moment:

SECRETARY

Yes?

(CONTINUED)

18 CONTINUED:

CAROL

I want to see Jack Beynon.

The Accountant immediately looks up from his desk.

ACCOUNTANT

Name?

CAROL

Carol McCoy.

The Accountant nods to the Secretary, she points Carol towards a door leading to an inner office.

SECRETARY

Through there.

19 THE THREE MEN

simultaneously grin in Carol's direction.

20 BEYNON

His rich musical voice has a Southwestern twang. He smiles as Carol enters.

BEYNON

Mrs. McCoy.

21 CAROL

approaches Beynon's desk with a nervously determined stride...

CAROL

I want to talk about my husband.

BEYNON

(with a smile)

Certainly. Anything you'd like.

22 CAROL

looks across to Beynon.

## 23 SANDERSON PRISON - OFFICE CORRIDOR - DAY

A uniformed Guard leads Doc down the hallway; they turn a corner and go into a small private room.

## 24 INT. THE ROOM

A uniformed Officer behind a desk nods as the Guard enters, then motions Doc toward a clothes rack. Doc tears a paper cover from around a set of wearing apparel hanging on the wooden standard, then begins to disrobe.

## 25 DOC - LATER

is now dressed in civilian clothes; a cheap, ill-fitting grey suit and dark tie... He carefully puts his prison garb on the hanger, replaces the hanger on the rack and turns to the Desk Officer. The functionary hands Doc an office form attached to a clipboard; Doc signs the document and is led toward the door by the Guard... Doc catches sight of himself in a small mirror near the door... He stops, looks carefully at the image, fingers the coarse suit material...

## 26 INT. THE PURSER'S OFFICE

The uniformed Guard leads Doc to a teller's window and hands the Purser's ASSISTANT a typewritten form. The attendant moves away, returning momentarily with a large sealed envelope. Doc tears the package open and removes a billfold, wristwatch, signet ring, and some loose change. The Attendant next hands Doc a certified check from the State of Texas -- more forms are signed...

## 27 EXT. PRISON

Doc stands waiting near the auto gate... He looks down the two-lane blacktop road that runs along the edge of the penitentiary... Carol is nowhere in sight. Doc continues looking down the road; his face has taken on a hard look, more than anything on earth he wants to get away from this spot -- Doc turns, looks again at the prison... three years is a long time.

## 28 LATER - DOC

Smoking in the late summer sun... still waiting, he leans against a low stone wall that lines the entrance-way...

(CONTINUED)

28 CONTINUED:

A '40 Forde coupe approaches... stops near Doc... the passenger side door opens from the inside -- Carol is driving... Doc and Carol look at one another, their eyes holding several moments... Doc climbs into the coupe...

29 INT. THE FORD

Both Doc and Carol are very tense.

CAROL

Hello, Doc.

DOC

Hi.

They again look at each other for a moment; Carol leans forward... Doc, inhibited by the closeness of the prison walls, kisses her lightly, but with affection...

CAROL

You want to drive?

DOC

No, I'm going to take things slow ... let's just get out of here...

CAROL

Sure...

She starts the car, slips it into gear...

30 EXT. HIGHWAY

The Ford moves along the deserted roadside, passing through the brushed-in hill country of Central Texas.

31 INT. THE FORD

Doc alternately stares at the passing scenery, then back to Carol...

CAROL

I'm sorry I was late... I got my hair done... the girl was slow...

DOC

It looks fine...

(CONTINUED)



31 CONTINUED:

A pause.

CAROL  
Feel good?

DOC  
Yeah.

CAROL  
(nervous laugh)  
You don't say much.

DOC  
(looking around)  
Yeah... well... it feels funny...

CAROL  
We're staying at an auto court  
in San Angelo...

Doc lights a cigarette...

CAROL  
(continuing)  
It's real nice... one bedroom  
and a separate kitchen... the  
man that runs the place said  
it was built just three years  
ago...

DOC  
(nervous)  
I don't want to go there first.  
Let's see some things. I  
haven't seen any grass grow in  
three years.

He smiles then reaches over and gently touches a strand  
of Carol's hair.

32 EXT. SMALL ZOO - DAY

Doc and Carol look at the caged animals; deer, bison,  
coyotes and several bears peer back through the bars  
at them.

33 INT. DRUG STORE - DAY

Doc and Carol at a back booth, each of them with a hot  
fudge sundae.

Doc notes two giggling bobby-soxers seated at the count-  
er. Both the young GIRLS wear braces over their teeth.

34 EXT. STREET - DAY

Doc and Carol are standing in front of a department store window, staring at a demonstration model 12-inch television set. Faye Emerson is being interviewed by Bert Parks on a fuzzy kinescope...

35 THREE MANNEQUINS

in a department store window -- frozen faced smiles on the Father, Mother and child as they model the latest in semi-formal attire.

36 DOC & CAROL

looking at the mannequins.

37 EXT. MOTION PICTURE THEATRE

Doc and Carol stand on the sidewalk near the picture show's billboard -- they study a poster depicting Cary Grant and Myrna Loy in MR. BLANDINGS BUILDS HIS DREAM HOUSE.

Doc looks at the large picture of Grant, then he turns to Carol who continues to look at the poster and the idealized image of Grant. With a smile, Doc tugs Carol back from her near trance -- they move off down the sidewalk.

38 INT. EL OSO AUTO COURT MOTEL ROOM - LATE-AFTERNOON

Through an open window a portion of the exterior building can be seen... in the Spanish style, white stucco walls and a red tile roof... The interior is cozy and clean; drapes hung on iron spears, one big Admiral radio on a bakelite table, false fireplace with a gas heater, iron floor lamps that match the spear curtain rods, a hard sofa near a divider which separates the living room from the kitchenette... Doc and Carol enter the room; as he nervously eyes the strange surroundings, Carol immediately crosses to a writing table, opens a drawer and withdraws a paper bag. She hands the sack to Doc; he tears it open and pulls out two Colt .45 automatics.

Doc sets one pistol down, hefts the other for a moment, testing the balance... he then holds the pistol in a military firing stance; elbow straight, chin tucked correctly into his shoulder... Carol watches.

## 39 INT. KITCHEN - EVENING

where Doc sits at the tiny table, still wearing the gift suit from the state of Texas; he has loosened his tie and removed the coat, draping it over the back of the chair. In front of him Doc has placed a bottle of sour mash, shot glass, and a large kitchen glass of water. The shot glass is full, Doc stares intently at its contents. Carol is at a sink behind him, busily preparing a green salad..

CAROL

It'll just be a couple of seconds...

Doc rips down the whiskey, sips some of the water chaser ... then refills the shot glass.

CAROL

(continuing)

I've got some fresh fruit in the ice box. We can have that for desert. I figured you'd want that and the greens more than anything.

DOC

Yeah.

Carol puts the salad into two bowls and adds some toast from the bottom pan of the oven.

CAROL

Do you like that brand? I couldn't remember.

DOC

(half-smile)

Right now just about anything's fine.

She sits down across from Doc, passes his bowl over then begins eating... Doc starts to take another drink, sees Carol eating, sets the shot glass down, picks up his fork, then decides the drink is what he wants most, puts the fork back down, picks up the shot glass and finishes it in one swallow...

CAROL

(pleasant)

Some dinner, whiskey and salad.

(CONTINUED)

39 CONTINUED:

DOC  
(smiles)  
Keep watching.

He continues looking at Carol...

40 DOC AND CAROL - NIGHT

Seated side-by-side on the double bed. They both sit rigidly; Doc's eyes are on Carol, she stares vacantly in front of herself... expectant... Doc begins to unbutton her blouse; it comes undone with agonizing slowness... Carol pulls her shoulders back, helping Doc drop the garment down to her waist... Doc hesitates, then carefully touches her shoulder... her hair... he kisses her fully... Doc gently eases himself back away from Carol...

DOC  
(he is very  
tight)  
Oh, Christ...

He again moves close. Doc reaches around to unsnap her bra as Carol places both of her arms around him, holding him tightly... Doc unsnaps the top fastener, the second one catches... remains unyielding... He closes his eyes for a second. The pressure of the moment is again too intense for Doc. Once more he pulls gently away from her. Carol looks at him; her eyes are very reassuring.

DOC  
I guess I'm kind of...

CAROL  
It's all right.

DOC  
Three years... Jesus.

CAROL  
We've got time... We've got a lot of time.

Doc lights a cigarette.

CAROL  
(continuing;  
gently)  
I can help you.

(CONTINUED)

40 CONTINUED:

She stands, begins to remove her skirt...

DOC

Wait... just give me a minute..

CAROL

Sure.

She sits beside him again, takes his hand in hers...

DOC

I'll be okay.

CAROL

Listen. I'm just as nervous  
as you are...

DOC

Really?

CAROL

Sure. We only had four months  
together...

DOC

Four months, seventeen days.

CAROL

(quietly)

That's right.

Doc stubs out his cigarette.

DOC

You know the only thing I  
can remember about the wedding  
is that the Justice of the  
Peace needed a shave...

CAROL

(almost laughing)

Well, I remember more than that.

DOC

(he does laugh)

That's the way women are...

They look at one another. A pause. He kisses her;  
their embrace pulls them back across the bed.

CAROL

Make me feel good, Doctor.

DOC

I will.

41 INT. BEDROOM - LATER THAT NIGHT

A black telephone is RINGING. Doc's hand lifts it off the cradle.

42 DOC

holds the receiver to his ear. Carol and Doc are under the covers within the double bed. It is the same evening.

DOC

Yeah.

43 INT. BEYNON'S OUTER OFFICE

The Accountant presses a telephone receiver tightly against his head. Behind him the Secretary types methodically.

ACCOUNTANT

McCoy. I'm calling for Jack Beynon. He'd like you to meet him sometime this evening.

44 DOC

irritation showing in his eyes, Carol lies beside him, running her finger along his shoulder. She seems slightly apprehensive...

DOC

I been gone three years...  
I'm going to take a week with my wife, so you tell Beynon that he can talk to me next Tuesday... until then don't goddamn bother me...

Doc bangs down the receiver, stares upward for a moment, then turns to Carol.

45 EXT. PARK - DAY - CHILDREN'S PLAYGROUND

Doc and Carol walk down a tree-lined pathway; behind them a group of kids are at play on a small merry-go-round, swings and teeter-totter... Doc and Carol are mid-conversation. Her words counterpoint the laughing shouts of the children.

(CONTINUED)

45 CONTINUED:

CAROL

... it wasn't like a particular thing, things just weren't right for a long time... I couldn't get anything to work... anything. It just wouldn't work... when you were in there you said you couldn't make it... I couldn't make it out here... the jobs were bad, I didn't make any friends... because I couldn't... after a while I couldn't even keep my clothes in shape... there wasn't any direction to anything... I knew what was wrong... I knew why it wasn't working, it was simple, it was because you were in there and that's why things were wrong... but knowing the reason didn't make any difference.

DOC

You knew what the answer was but you --

CAROL

(cutting in)

... but I couldn't solve it. The only thing I could do right was sleep... I used to sleep ten, eleven hours a night, take naps... things just didn't work...

46 CAROL - LATER

She watches Doc as he studies the playing children -- they have moved to another section of the park. The kids have set up a game of work-up kickball... as they noisily play...

47 EXT. GRASSY MEADOW - DAY

Doc and Carol are lying on a blanket, the residue of a picnic lunch scattered around them. Doc is lost in introspection, deeply within himself for the moment. Carol watches him as he chews quietly on an alfalfa stem.

(CONTINUED)

47 CONTINUED:

She suddenly zeroes in on his thoughts.

CAROL  
Where's the bank?

DOC  
(answers  
reluctantly)  
Hundred miles upstate.

CAROL  
Let's talk about it.

DOC  
Not now.

CAROL  
I want to get a make on it.

DOC  
Don't bitch me.

A pause. Carol looks directly at Doc.

DOC  
(continuing;  
letting it  
out fast)  
It's a little bank but it  
handles the cash deposits  
for an oil company -- it's  
a family thing, the brother  
of the guy that runs the  
bank is on the board of  
directors at Mid-land Oil...

CAROL  
One hand washes the other.

DOC  
You called it.

48 INT. BEYNON'S OFFICE - DAY

Beynon smiles as he walks around his desk toward the  
entrance to the room.

BEYNON  
Glad to see you made it out.

(CONTINUED)



49     DOC

stands across the room from Beynon. Two men are seated on the sofa nearby. At the rear of the room, close to Beynon's desk, the Accountant sits in a wooden chair which he has reversed, his elbows resting on the chair back... At another sofa along the opposite wall, Cully, Swain and Hayhoe are seated.

DOC  
(carefully  
eyes Beynon)  
All it takes is a little pull.

BEYNON  
(smile)  
Hard to judge how these things happen. The parole board almost never reverses their decisions.

DOC  
I guess it was my war record that swayed them.

Doc's answer brings a slightly derisive smile from one of the men on the davenport; (Rudy). Beynon moves to the center of the room, facing Doc.

BEYNON  
This is the only time you and I meet in public. You're just here to check in with the board. Any business with me, handle it with him...

Beynon nods toward the Accountant. He then turns and gestures toward the sofa and the two men.

BEYNON  
(continuing)  
You're back with your own people now. I went out and got some friends for you to play with.

DOC  
(flat, hard)  
I get my own help.

BEYNON  
(quiet strength)  
You run the job, but I run the show... Rudy Butler, Frank Jackson...

(CONTINUED)

49 CONTINUED:

RUDY BUTLER -- hard eyes and an easy smile; the kind of man that one instantly realizes is most dangerous when he is laughing. Within Rudy's face and movements one can see the crippled psyche of a killer.

FRANK JACKSON -- young, mid-twenties, ruddy face and blond hair; a small man with blank, insensitive features.

DOC

(nods to Cully,  
Swain and Hayhoe)

What about them?

BEYNON

They're mine. They stay out  
of it. We stay real clean.

DOC

(to Rudy)

I know about you... you're  
working for him?

Doc gestures toward Beynon.

RUDY

I don't work for anybody... I  
just contract out... to him, to  
you, what's the difference?

DOC

(to Beynon)

Why didn't you get me Miller?

RUDY

(cutting in)

You're way out of touch...  
cops blew him up...

DOC

Where?

RUDY

Ohio.

DOC

You were with him?

RUDY

(shaking his head no)

Word gets around.

DOC

(to Jackson)

What about you?

JACKSON

I was a backup man on a payroll job.

49

CONTINUED - (2):

DOC  
(slightly  
scornful)  
That's it?

JACKSON  
(almost bashful)  
I hit some liquor stores... I'm  
just learning...

DOC  
Yeah.

BEYNON  
See how we all get along?  
Just like we're related...

DOC  
(to Beynon)  
You're working on the passports?

BEYNON  
They'll be ready...

RUDY  
What's the name of this  
jerkwater town?

BEYNON  
Beacon City. You guys just do  
your job.

DOC  
(irritated)  
I'll take care of my end, just  
remember, afterwards...

BEYNON  
(smiles and shrugs)  
No strings.

50

THE ACCOUNTANT

sits watching...

51

INT. HOTEL ROOM - DAY - BEACON CITY

Doc pulls a wedding ring from a portable jewelry case,  
handing it to a strapping YOUNG MAN of twenty -- a  
pretty GIRL stands beside the young man.

(CONTINUED)

51 CONTINUED:

The girl takes the ring from the young man, slips it on her fingers... Doc, all salesman's smile, hands the young man another ring...

52 THE YOUNG MAN - LATER

writing a check...

53 AT THE DOOR - LATER

Doc, holding the check in one hand, shows the young man and girl out. As soon as the door shuts, Doc moves quickly back across the room to the window, opens the drawer of an end table, withdraws a pair of binoculars and a pad of paper... he holds them to his eyes...

54 BANK OF BEACON CITY

through the lenses -- Doc can see in through the large window and glass front door... The bank carries on its normal mid-day activities...

55 DOC

lowers the binoculars, makes a notation on the pad...

56 INT. BEACON CITY BANK - ANOTHER DAY

Carol, wearing a brightly colored dress and dark glasses, stands quietly in line before a Teller's window...

57 CAROL

as she reaches the window...

CAROL

I'd like to fill out an application to open a checking account.

58 AT A TABLE

within the bank lobby, Carol makes out the application ... she unobtrusively eyes the bank...

59 DOC - MORNING

wearing his grey suit and steel-rimmed glasses, standing inside the bank at a Teller's window. He moves to the head of the line.

DOC

(with a smile)

Could I get change for this  
fifty please?

His eyes are alert, probing.

60 CAROL

seated at a small table, she takes a thick rubber-band from around a stack of passports, flips them open. Doc's face, then Rudy's, Jackson's, finally her own show within the identification squares... under her photograph she signs the name: Esther Keaton.

61 INT. COUNTY ENGINEER'S OFFICE

Doc, dressed in a business suit, talking to a Civil ENGINEER. They both study the detail map of a city sewage system...

62 DOC

standing in front of a bathroom mirror wearing a sailor's watch cap. He unfolds it down over his forehead, then stretches it down over his face, completely hiding his features. Doc raises a piece of chalk and marks the cap over the eye, nose and mouth portions of his face. He pulls the watch cap off, slips another onto his head; begins the process again.

63 JACKSON

Within a Hardware Store... He purchases a large pair of wire-cutters...

64 CAROL

cutting pieces of material out of the watch caps with a pair of scissors.

65 CAROL

working at a sewing machine, putting a border onto the watch caps...

66 DOC

oiling a big, blue, Army Colt .45 automatic. He slides the clip into place...

67 CAROL

marking mileage ticks off on a road map. She underscores a highway with a heavy crayon stroke.

68 EXT. SMALL PARK - DAY

A half-dozen pigeons are anxiously gobbling popcorn balls into their narrow beaks.

69 RUDY

sits alone on a tree-shrouded bench, dropping occasional handfuls of food to the gathering birds. The statue of a mounted confederate soldier is visible on the open green behind the park bench.

As Rudy tosses down another supply of grain.

70 BEYNON AND THE ACCOUNTANT

approach the bench from up the dirt pathway. They move near Rudy, their eyes meet...

Rudy begins to carefully fold closed the popcorn bag.

71 INT. HIGH-WALLED ROOM - DAY

A large room without windows. Near the center sits a big rectangular table piled high with equipment; watch caps, several different colored rain coats, a huge pair of wire-cutters, road maps, chemical containers and four sticks of dynamite, four passports in a stack and several padded, U.S. Army bulletproof vests.

Rudy and Jackson stand near the table. Carol is seated, she nervously runs her hand along the edge of one of the road maps. Doc is holding one of the vests.

DOC

The Guard's got a .38. These will stop an M.1 slug at thirty yards...

He throws the vest on the table.

(CONTINUED)

71 CONTINUED:

DOC

(continuing)

Just an insurance policy in  
case things get rough...

RUDY

Keep your padded suit, I  
worked ten years without one.

DOC

Suit yourself, bright boy...

Doc lifts the passports. Rudy is looking at Carol.

DOC

(continuing)

I'll hang on to these. We  
don't need them till we get  
to Gollies.

RUDY

Be a nice slow trip.

JACKSON

(with disdain)

I can carry my own passport.

Doc looks at Jackson for a moment, then steps forward  
and pops him with a swift, stinging, open-hand clout  
alongside the ear. Immediately after delivering the  
blow Doc turns back to the table. Rudy laughs out loud  
over the incident.

DOC

(back to  
business)

If we're hot, Gollie will  
take us across. If we're  
clean, we go over the border  
ourselves... fly to Mexico  
City from El Paso, split the  
take there...

Rudy is again looking at Carol, as their eyes meet...

DOC

(continuing; hard  
to Rudy, getting  
things straight)

You got any questions?

RUDY

Aren't we going a little too  
hard?

(CONTINUED)

71 CONTINUED - (2):

DOC

How's that?

RUDY

It's just a walk-in bank. You don't have to be Jesse James for this one.

DOC

(with a long  
look at Rudy)

I'm not like Jesse James. He got killed.

RUDY

(backing off)

Okay. How many exits.

DOC

Two.

RUDY

What about the vault?

DOC

Chambers-Reilly. Time-lock opens twenty minutes before they start doing business.

RUDY

Wire pull over?

DOC

One inch stuff on a three-number combination.

RUDY

I'm good at that.

DOC

Not on this job. I handle the finesse. You're a back-up man all the way.

RUDY

(smile)

Whatever you need.

DOC

Let's go over the route again ... I want you to be able to find the farm blindfolded.

(CONTINUED)



71 CONTINUED - (3):

RUDY  
Yeah, yeah, yeah.

72 INT. BUS STATION - MEN'S ROOM - DAY

Doc and the Accountant are side by side washing their hands in front of a soiled mirror. They are alone within the room.

DOC  
No mistakes about it, I make four phone calls, your men better pick up.

ACCOUNTANT  
Whatever you say.

DOC  
Beynon has to be alone at the drop -- one car at the ranch and that's it.

ACCOUNTANT  
He understands.

DOC  
He'd better.

73 INT. EL OSO MOTEL - NIGHT

Doc and Carol lie within their double-bed, the blankets are tucked up snugly around each of them. It is the night before the robbery. Doc is smoking, Carol stares upward at the ceiling.

DOC  
You okay?

Carol avoids the question with a long moment of silence.

DOC  
(continuing)  
You'll be all right tomorrow.

CAROL  
It's not that...

Her voice trails off...

DOC  
It's got to be something.

(CONTINUED)

73 CONTINUED:

CAROL

(vague)

I don't know.

DOC

(reassuring smile)

I know. As long as we move  
fast, we'll make it work...

CAROL

(glum)

Just like before.

DOC

(cutting in)

Look, we're not going anywhere  
but out. We're just going to  
get the money and go all the  
way...

CAROL

All right Doctor...

DOC

(shifting  
the mood)

Long way from New Hampshire...

CAROL

(smiles, snuggles  
close to Doc)Good thing you came by... I'd  
still be there...

DOC

(lightly kidding)

You could always go back, get  
your old job in that shoe store.

CAROL

(remembering)

Size six is a little too snug?  
Here, try the pumps, they look  
real fine Mrs. Clemens. That'll  
be four-fifty and six cents for  
the governor...

DOC

Live down by the highway with  
your old lady...

CAROL

Just lie there at night and  
listen to the diesels go by...

(CONTINUED)

73 CONTINUED - (2):

Her voice changes tone...

CAROL  
(continuing;  
apprehensive)

Doc...

DOC  
(certain)  
We go all the way.

74 A WATCH FACE - DAY

sweep-second hand turning: 9:05.

75 DOC'S HANDS

setting a bomb-timing mechanism attached to two sticks of dynamite, two tubes of naptha, and one small, dark percussion cap.

76 CAROL

sits behind the wheel of a battered panel truck; the van prowls smoothly down a brush-lined Central Texas road -- no other traffic is visible. Carol drives calmly, professionally, gripping the wheel at each post. Her only discernable emotion at the moment: a trace of grimness etched across her sharply-honed features.

77 DOC

is behind Carol, at the back of the van. He wears an Eisenhower jacket and watch cap. Doc has squatted down on the floor of the panel truck. He quickly activates another timing mechanism, checking the clock-face on the bomb against his wrist watch... With a quick, dextrous movement he begins placing a bomb into the mouth of each of the two large grocery bags at his feet. After burying the explosives within each sack, he covers the bombs with crumpled wastepaper. The grocery bags are then gently shoved forward, resting against the wheel well of the truck.

As Doc turns his look towards Carol...

78        INSIDE A '47 BUICK

parked along a secluded pathway, facing the highway which lies a quarter of a mile away. Rudy sits behind the steering wheel, Jackson is at his side.

Jackson wears a grey raincoat, open in the front, revealing his padded vest. Rudy has on a yellow mackintosh, but unlike Jackson's, his is buttoned to the neck. Both men wear their sailor's watch caps... they stare at the highway.

The panel truck slides by...

79        CAROL

turns her head as she passes the side road. She notes the Buick, gestures back to Doc.

80        DOC

watching...

81        RUDY

in the Buick, he checks his .44. Jackson snaps the cylinder back into place on his .38 special. Both men shove the pistols into the side pockets of their raincoats. Rudy starts the engine, then crunches the stick into low...

82        EXT. MAIN STREET - DAY - BEACON CITY, TEXAS

A sleepy, traditional municipality of fifteen thousand souls.

A dapper GENTLEMAN in his early fifties walks along the time cracked sidewalk. He is the President of the First Bank of Beacon City -- nodding to a few passersby, he stops at the front door of the bank, knocks twice. A BANK GUARD opens the door and the Bank President moves inside.

83 VISIBLE ON THE GLASS DOOR

A sign that reads:

FIRST BANK OF BEACON CITY  
Founded 1911  
Hours: 9:30 AM to 4:00 PM  
Weekdays only

84 INT. BANK

The President snaps on a bank of irridescent lights and the wide-bladed overhead fans... Several TELLERS have begun setting up for the day's commerce...

85 INT. PANEL TRUCK - DOC

shifts his position slightly, then pulls his .45 out from beneath his Eisenhower jacket. Doc breaks out the clip, examines it, snaps it back to position. He replaces the gun under his jacket -- the gesture seemingly more a mannerism than a precaution. A huge pair of ice tongs and the massive wire cutters rest on the floor of the truck near Doc, along with a black leather suitcase.

86 CAROL

driving. Like Doc, she possesses a professional calm that covers the tension of the moment. Beacon City appears on the horizon through the windshield.

87 INT. BANK

The President has moved beyond the cashiers' windows to the rear of the building. Stopping at the vault, he begins turning the combination on the massive door. As the vault begins to open...

88 RUDY

driving down the three-lane roadway near the outskirts of town. A car marked Commonwealth of Texas Highway Patrol passes, moving in the opposite direction.

89 JACKSON

pulls on a pair of black gloves, then checks his watch.

90 A WATCH FACE

which shows the time at 9:26.

91 THE WATCH

belongs to Doc. He looks expectantly forward to Carol.

92 THE PANEL TRUCK

is now within the commercial district of Beacon City. Rudy's Buick is visible a hundred yards behind.

93 CAROL

driving. She approaches an intersection. Through the truck's window a three-way signal appears, hanging by electric wires across the bisecting streets.

94 RUDY

He pulls the Buick off the main drag and onto a side street. Another turn and he again moves parallel to the main street -- continuing down the seedy residential section...

95 INT. BANK

The Bank President leaves the vault, allowing the heavy door to stand open.

96 A LATTICE-WORK BARRIER

made of wrought iron is pulled across the vault opening -- the Bank President snaps the latch lock closed.

97 CAROL

pulling the van carefully to a stop at one side of the intersection as the stoplight blinks red... She turns her eyes back to Doc.

98 DOC

On catching her look, he instantly springs into action. He reaches down, pulls a hatch-like cover up from the floor of the truck, revealing the road below... a portion of a manhole cover is visible.

DOC

(barking the words)

Two feet forward...

99 CAROL

rolls the truck slightly forward...

100 ON THE STREET

several cars pull up behind Carol.

101 DOC

grabs the ice tongs, inserts the ends into the manhole cover notches. He lifts the tongs and manhole cover into the truck. Doc drops down through the truck hatchway and open manhole, carrying the huge wire cutters with him. As he disappears from sight...

102 RUDY

driving on the side avenue still moving parallel to Main Street. The Buick is now geographically well forward of the panel truck. Jackson stares at his watch.

JACKSON

Now!

Rudy makes a sharp left. The car accelerates, its wheels begin to quietly whine. Main Street comes back into view...

103 CAROL

watching the signal... still red...

104 A MAN

in a two door Kaiser parked behind the panel truck. He watches the signal.

105 DOC

standing in the sewer pipe. He turns on a flashlight, moves ahead. His feet slosh through the six-inch high murky water. Doc shines the light on several ankle-thick conduit lines that run along the sewer wall... As he moves down the dark oval corridor...

106 EXT. THE BANK

as the Guard opens the front door, allowing the morning PATRONS to enter.

107 INT. THE BANK - PRESIDENT

smiles upon seeing the customers. He looks over to the wood-framed clock on the far wall.

108 THE CLOCK

reads 9:30 exactly.

109 RUDY

making another left turn; now back on Main Street. The Bank appears a half-block away through the car window.

Rudy and Jackson pull their watch caps down over their faces; the holes cut into the caps are wide enough to recognize a disparity between their features while still making personal identification impossible.



- 110 THE TRAFFIC SIGNAL  
has now blinked to green.
- 111 CAROL  
is grinding away at the dead engine of the panel truck  
... the SOUND of a HORN HONKING.
- 112 THE MAN IN THE KAISER  
leans on his HORN... other cars behind him begin to  
HONK.
- 113 CAROL  
leans out of the cab of the panel truck and gestures  
for the cars to pass her... she again GRINDS away at  
the engine.
- 114 DOC'S WATCH  
showing 9:31.
- 115 DOC  
stands at a massive connecting box where four strands  
of the conduit intersect. He puts the huge wire cutters  
to the first conduit, grasps the thickly insulated  
handles and with a crunching POP, he cuts through the  
conduit with one bite. Doc immediately starts on the  
next strand.
- 116 CAROL  
trying to start the engine.
- 117 THE BUICK  
as it slams to a stop in front of the bank. Rudy and  
Jackson pull open the car doors.

118 DOC

cutting the last and largest conduit...

119 INT. THE BANK

The Bank Guard is placing a local high school basketball schedule and display into position. Several patrons have formed small lines and are transacting business with the Tellers. The wall clock shows the time at 9:32.

120 THE BANK PRESIDENT

looks toward the front door.

121 RUDY AND JACKSON

burst through the glass door. They stand shoulder to shoulder, guns extended the full length of their arms. Beneath the mask, Rudy's smile is visible.

122 THE BANK GUARD

looks up from the basketball display. His eyes widen ... both guns are leveled directly at him.

123 INT. BANK

simultaneously the lights go out, the fans stop turning.

124 THE BANK PRESIDENT

desperately pushes the alarm button near his desk. Nothing happens.

125 CAROL

trying to start the engine.

126 A HOUSEWIFE

ironing in her small front room, hair in curlers, four-year old KID pulling at one leg.

(CONTINUED)

126 CONTINUED:

She's listening to "Open the Door Richard" on her record player... the power goes out, her work light shuts off, the record begins to wind down, totally distorting the voice as it gets slower and slower...

127 INT. A DENTIST'S OFFICE

as the D.D.S. tortures a balding PATIENT with the drill. The Patient groans, lifts one leg in the air from the pain. When the power goes, the Dentist quizzically raises the drill and examines it. The Patient pants in relief.

128 AN ELECTRIC WEATHER/TIME INDICATOR

above the town square... as the bulbs dim...

129 DOC

running down the sewer; stopping at the manhole he scrambles up the permanent ladder way, tossing his wire cutters up into the truck parked over him.

130 CAROL

again she tries to start the engine.

131 INT. SMALL HOUSE

An unshaven, brawny MAN wearing a white T-shirt is at the telephone... his frumpy WIFE stands a few yards behind him.

MAN

(angry)

Hello Texas Electric? My  
god-damn power's off...

He listens for a moment.

(CONTINUED)

131 CONTINUED:

MAN  
(continuing)  
Yeah... a...

He sheepishly turns to his wife, whispers to her.

MAN  
(continuing)  
Hey honey, what's our address?

132 DOC

pulling himself back up into the van with a gymnastic thrust he quickly replaces the manhole cover with the tongs.

133 CAROL

The engine still won't start.

134 DOC

drops the hatch door back down into place on the floor of the truck...

DOC  
(snapping his  
look to Carol)  
Okay.

135 CAROL

turns the ignition switch back on...

136 CAROL

as the engine ROARS to life she engages the gearshift. The truck begins to move forward. Suddenly, the motor does STALL.

137 DOC'S FACE

tightens. The cars behind the Van continue HONKING.

138 CAROL

again grinding away at the engine. Her lips are compressed into a thin line... After a moment... the motor catches, the truck again moves forward.

139 DOC

picks up the large black suitcase from the floor of the panel truck, then begins to move toward the cab and Carol.

140 THE PANEL TRUCK

whips off Main Street and onto a side avenue. Carol pulls the van up to the curbway, jerking to a stop.

141 DOC

is now in the front seat beside Carol. He pulls the truck door open, then hesitates. He touches her arm, their eyes meet briefly, both their faces warming for a moment. Doc gives her a casual wink then quietly exits the truck.

142 ON THE SIDEWALK

Doc turns and begins walking toward an open alleyway. Behind him the panel truck pulls smoothly away.

143 WALKING UP THE ALLEY - DOC

pulls on a pair of black gloves. He turns again, now moving down a totally deserted side alley. The alley opens at one end onto a back street; the opposite end is bounded by a large brick building. Doc removes his pistol from his coat pocket, then approaches a doorway along the side of the brick building. At the last moment he pulls down the watch-cap mask.

144 DOC

kicks the door open with a violent jerk of his leg.

145: INT. THE BANK - JACKSON'S GUN

is trained from the back of the building over the Tellers and Patrons, spread-eagled across the floor. Their heads are down; several of them are trembling.

## 146 THE SIDE DOOR

to the Bank is near Jackson. He has disengaged the latch, the door opens with shattering force.

## 147 DOC

stands holding the .45 in one hand, suitcase in the other. He moves into the building, shutting the door behind him.

## 148 RUDY

is stationed near the front door, ready to intercept any incoming bank patrons -- he covers the room from the end opposite Jackson.

Rudy stands on the Bank Guard's outstretched right hand -- The Guard's head is bloodied from Rudy's pistol whipping. His gun has been kicked against the wall, several yards away.

## 149 BEHIND THE TELLERS' WINDOWS

The Bank President lies face down on the floor, directly under the arc of Jackson's gun.

## 150 DOC

quickly crosses the distance between the side door and the vault, passing the Bank President. He slips the .45 into his jacket's side pocket, sets down the suitcase and withdraws a pair of large wire cutters from under his coat. As Doc begins to cut through the wire mesh...

## 151 CAROL

has parked the panel truck near a deserted loading dock of a Feed and Grain Supply -- the platform is stacked high with piled hay bales.

## 152 AT A REFUSE BIN

alongside the dock, Carol drops the bomb-laden grocery bag inside. She moves back towards the panel truck.

153 DOC

as he finishes cutting through the mesh, rips the door open, tosses aside the wire cutters. He lifts the suitcase and moves into the vault.

154 RUDY

looks at the bloodied Guard, notes the fifteen yards separating the man from his gun. Though unconscious, the Guard's head begins to move.

155 JACKSON

holds his gun hand fully extended. He takes a brief moment to glance nervously over to the open vault.

156 THE VAULT

is lined with safety deposit boxes and large cabinet drawers. A metal table stands off-center, the black suitcase resting on its polished surface. Doc flips open the snap-locks and opens the satchel. He then pulls open one of the cabinet drawers nearby and begins tossing banded money pads from the drawer into the open suitcase.

157 THE BANK PRESIDENT

lies near the open vault. He listens to the SOUNDS of Doc at work. He slightly cranes his neck, trying to get a look at the thief inside the vault.

158 RUDY

watching the front door. A PATRON enters; Rudy grabs the woman, shoves her towards the other Patrons prostrate on the floor. The woman begins SCREAMING.

159 DOC

continues working within the vault.

160 RUDY

slaps the Woman hard across the face with his left hand; pushes the Woman down.

- 161 THE WOMAN  
now on the floor, quietly crying.
- 162 JACKSON  
watching Rudy.
- 163 RUDY  
again eyes the Guard.
- 164 THE BANK GUARD  
glassy-eyed but conscious, he has the look of a prize-  
fighter who has just suffered a shattering knock-out.
- 165 THE BANK PRESIDENT  
in his prone position. He looks at Jackson, then to  
the vault.
- 166 THE PANEL TRUCK  
now at the other end of Main Street.
- 167 CAROL  
exits the cab of the van, carries the second grocery  
sack to a large rubbish bin at the base of a grain  
silo. She deposits the sack...
- 168 DOC  
working. The suitcase is almost full.
- 169 THE BANK PRESIDENT  
cranes his neck slightly further, trying to improve  
his angle.
- 170 DOC  
The suitcase is now filled.

(CONTINUED)



170 CONTINUED:

He snaps the fasteners shut. Doc exits the vault after withdrawing his .45 from his coat pocket.

171 JACKSON

sees Doc emerge from the vault. He begins to edge around the side of the tellers' cages toward the front of the bank.

172 DOC

moves toward Jackson's old vantage point near the side door. He passes the Bank President.

173 RUDY

glances nervously back towards the rear of the bank. Under the mask, sweat can be seen trickling down his face.

174 DOC

carries the heavy suitcase in his left hand. He gestures to Rudy and Jackson with his pistol while moving towards the side door.

175 JACKSON

half runs, passing Rudy on his way to the entrance.

176 THE BANK GUARD

still punch drunk, he has pulled himself up to his hands and knees... the Guard looks at Rudy, then at his pistol yards away.

177 DOC

stops at the kicked-in side door. He covers the entire bank with his gun.

178 THE BANK GUARD

begins to crawl with agonizing slowness toward his tossed-aside pistol.

- 179 RUDY  
eyes on the Guard.
- 180 JACKSON  
now at the front door.
- 181 DOC  
gestures to Rudy and Jackson to get moving.
- 182 THE GUARD  
has half-closed the distance to the .38.
- 183 RUDY  
could easily go pick up the Guard's pistol... instead,  
he levels his .44.
- 184 DOC  
sees what is about to happen.
- DOC  
(shouts)  
Just pick it up!
- 185 RUDY  
pulls the trigger three times.
- 186 THE BANK GUARD'S BODY  
turns end over end from the shocking power of Rudy's  
bullets. Some of the bank Patrons SCREAM, others sob  
with fright.
- 187 DOC  
His eyes are furious.
- 188 RUDY AND JACKSON  
exit the front door, both men moving quickly.

- 189    DOC  
covers their exit, then slips out the side door and into the alley.
- 190    EXT. MAIN STREET  
Rudy guns the Buick forward, the wheels tearing at the asphalt. Jackson's shoulders rock back as the big car accelerates.
- 191    THE ALLEY  
Doc, gun and suitcase in hand, nears the end of the alleyway.
- 192    THE PANEL TRUCK  
suddenly pulls up, filling the roadway opening.
- 193    CAROL  
throws open the car door...
- 194    DOC  
tosses the suitcase over the seat and into the back of the truck. He slides the pistol under his coat, then slips into the front passenger seat, slamming the van door shut.
- 195    INT. THE TRUCK  
Doc pulls off the watch-cap mask, his face so wet with perspiration that it almost appears he has been hit with a firehose.
- 196    THE TRUCK  
smokes off as Carol kicks it into gear and disengages the clutch.

## 197 MAIN STREET - BEACON CITY

As the Buick streaks down the center of the roadway, the two bombs DETONATE into fireballs. The Feed and Grain dock blazes upward, the hay bales instantly igniting.

The grain silo at the opposite end of the small town becomes an orange-flamed inferno.

Traffic stalls on the boulevard. Drivers and Pedestrians gawking at the twin blazes.

## 198 RUDY

zig-zags the Buick along, maneuvering through the stopped traffic.

## 199 JACKSON

pulls off his mask

## 200 CAROL

slides the panel truck through a right and left turn, emerging onto smoke-covered Main Street.

## 201 RUDY

driving through the bedlam. Suddenly a gun appears in his right hand, aimed at Jackson. The pistol ROARS, bucks, ROARS, bucks again.

## 202 THE PANEL TRUCK

is several blocks behind Rudy. Carol downshifts, avoiding several stalled cars. Doc at her side remains nerveless, he grasps at both the seat and the dashboard handholds to maintain his balance.

## 203 THE BUICK

emerges through dense plumes of smoke. Fire licks along the one edge of the sidewalk near the grain silo. On the curve, Jackson's body rolls out of the automobile and bounces across the pavement.

204 RUDY

has now almost cleared the town. He tears along the highway... sweating prodigiously, his watch cap now removed. Rudy's face is criss-crossed with rivulets of perspiration.

205 CAROL

drives calmly with professional control. Powering along, she approaches the enflamed grain silo.

206 A BIG DIESEL

truck and trailer is coming in the opposite direction. It jack-knifes across the road, desperately trying to avoid the cars stopped in the middle of the street.

207 CAROL

as the truck and trailer suddenly appear through the smoke in front of her, she throws the panel truck broad side into a four-wheel drift. Now sideways, she bumps across the sidewalk, flattening a mail box. The van straightens without stopping its movement, then bores back onto the highway and out of town.

208 RUDY

stroking along the open highway. Through the Buick's rear window columns of black smoke are visible; billowing skyward.

209 DOC & CAROL

now driving calmly through the countryside. A Police Car with light turning and siren WAILING passes them, heading back for the conflagration in Beacon City. Doc's eyes follow the Patrol Car until it finally disappears from sight.

210 THE BUICK

pulls off the highway and bumps down a dirt road. Rudy strains at the wheel as he struggles to hold the big car on the rutted pathway. The dirt road becomes a lane. A farm house and barn appear at a clearing ahead. Rudy

(CONTINUED)

210 CONTINUED:

powers the car up a fairly steep hill, the crest of which is occupied by a seemingly abandoned and dilapidated horse barn.

211 RUDY

jumps out of the Buick, trots to the front of the barn and pulls the double-doors open. A '48 Pontiac station wagon with wooden-panel sides can be seen within.

212 THE PANEL TRUCK

sweeping off the highway and onto the dirt road.

213 WITHIN THE VAN

as Carol drives, but Doc holds the wheel. She peels off her sweater; Carol has worn a faded blouse underneath... She pulls a ribbon; her hair falls, totally changing her appearance.

214 RUDY

The Buick is now parked within the spacious barn near the Station Wagon. Standing in the shadows he intently reloads his gun, then moves towards the large doors of the barn.

215 DOC

watching as Carol drives calmly up the lane, approaching the farm.

216 RUDY

stands watching from outside the barn as the panel truck approaches.

217 DOC

studies Rudy through the windshield, watching him wipe his face with a soiled rag as he drives closer.

218 AT THE BARN

Carol pulls the truck to a stop just within the double doors. She passes Rudy, leaving a clear exit pathway for the getaway station wagon.

219 DOC

jumps out of the panel truck as soon as the ignition switch is cut. Carol, a beat behind him on the opposite side. Rudy moves into the archway created by the barn's open doors. He stands almost in silhouette as the bright sunlight breaks around him.

Doc snaps open the side door of the panel truck, his back turned to Rudy. He reaches into the truck and grasps the black suitcase, not by the middle handle, but by each end, as if it contained a great weight.

DOC  
(speaking over  
his shoulder,  
not looking  
at Rudy)  
Where's Jackson?

Rudy withdraws the pistol from under his raincoat.

RUDY  
(pointing his  
gun lazily at  
Doc, supremely  
confident)  
He didn't make it, Doc.

Doc straightens, still holding the suitcase by each end. He starts to turn to Rudy, eyes wide, helpless. Carol SCREAMS. Rudy extends his arm, ready to begin the execution. Doc swings the suitcase around slowly, seemingly ready to face Rudy's bullets... then he shoots Rudy in the middle of the chest, Doc's .45 slug driving him backward.

Doc has concealed the pistol in his hand with the satchel. He drops the suitcase with his first shot, FIRES again, blasting Rudy in the middle, two large holes now showing at chest of Rudy's yellow raincoat. Rudy is knocked back over the hillock, tumbling down the precipice and into a grassy meadow below. Doc stands at the crest of the hill. He looks down as Rudy's body stops turning. Doc shifts the .45 to his right hand. Rudy's body lies still.

220 DOC  
fires another shot into Rudy.

221 RUDY'S  
body jerks as the big slug strikes home.

222 DOC  
turns quickly away from the hilltop, not giving Rudy's body a second glance. Carol stands outside the barn, gun in hand.

DOC  
Let's go.

223 INSIDE THE BARN - TIME CUT

Doc rips off his outer garments; like Carol, he has a change underneath.

224 TIME CUT - DOC

bending down, collecting his automatic's expended shells. He jams them into his coat pocket.

225 .DOC - MOMENTS LATER

He dumps the contents of the black satchel into a large, old fashioned brown leather suitcase with straps, monogrammed with the faded initials L.R. The suitcase has seen better years, but was an elegant piece when new. The black satchel is tossed aside.

226 DOC

now inside the station wagon, he reloads his .45, snicking the big shells into place. The final bullet slips into the opening, Doc then snaps the fully-loaded clip into place and shoves the gun back beneath his coat. Moving quickly, he kicks the engine over and drives the "woodie" station wagon out of the barn and into the sunlight. Carol swings the barn doors shut, sets the latch, then hops into the automobile.

(CONTINUED)



226 CONTINUED:

Doc slides over to the passenger side, allowing Carol to slip behind the wheel. She slaps the car into gear and bangs forward. The station wagon rolls on down the path-way and disappears in a trail of dust.

227 AT THE BOTTOM OF THE HILL

Rudy's hand flexes, loosens, then flexes again.

228 INSIDE THE STATION WAGON

Carol is driving, tooling comfortably along a country road. Doc is beside her, the suitcase resting in the back seat. After several moments of silence:

CAROL

How did you know?

Doc pauses before answering, concentrating on the road.

DOC

When I didn't see Jackson...

(he smiles warmly  
across to her)

I got nervous.

CAROL

What about the bank?

Doc is momentarily reluctant. A pause.

DOC

Rudy... he nailed the Guard.

Carol takes a deep breath, then momentarily turns her look out the side window.

CAROL

Quickest way to get killed  
is to kill a cop.

DOC

Yeah, well Rudy's dead.

CAROL

I was talking about us.

DOC

Don't talk about us. Let's  
get some news.

He leans forward, snaps on the radio.

## 229 EXT. ABANDONED FARM

where the warm early afternoon sun is shining brightly. There is a seeming tranquility as the grassy fields and rolling hills are punctuated by the quiet sounds of the country. The imagery is suddenly broken as Rudy Butler stumbles back over the crest of the hillock and onto the pathway in front of the barn. His figure is slightly grotesque; smiling, occasionally laughing to himself as he stumbles along. The raincoat not only shows two holes from Doc's .45 slugs, but also powder burns along with considerable dirt and grass stains picked up on his ass-over-tea-kettle trip to the bottom of the hill. Though Rudy is laughing, he is obviously in some pain. His walk is a half-lurch.

## 230 AT THE SIDE OF THE BARN

Rudy turns on a rusted tap which sends air-pocketed water gurgling down into a mold-covered trough. After another giggle/laugh, Rudy pulls off the yellow raincoat -- revealing the fact that he has worn one of the padded bullet-proof vests. Rudy undoes the vest, lets it fall to his feet. A huge crimson stain shows under his left arm.

## 231 RUDY

touches the blood with his right hand, looks at his hand, then laughs again. Breathing heavily, his laughter subsides into a whimper -- he kneels down and begins to splash the purling water across his face.

## 232 INT. STATION WAGON - DOC

He clicks off the radio, then cracks open the wind-wing of the car door. Doc reflectively studies the roadside ahead. Carol is heading along a comfortable tree and meadow-lined thoroughfare that carries only a sparse amount of traffic.

DOC

Tell me about Beynon's ranch.

CAROL

I've never been there... When we met it was in his office.

Doc looks over to her for amoment.

(CONTINUED)

232 CONTINUED:

CAROL

Do you trust him?

DOC

I don't trust anybody. You just have to figure the percentages. The deal is Beynon's got to be alone...

CAROL

He wouldn't try a cross until he's got the money.

DOC

He'd send his men in after we got there.

CAROL

Can't we send his cut back to him? Just keep going?

DOC

Not smart. He's got a lot of friends, by tonight they'd all be looking for us... besides, you make a deal you're always better off keeping your end up.

Doc's eyes narrow on the road ahead.

CAROL

I hate being around him... Doc, let's not go there.

(now noticing  
the road)

Doc...

DOC

(flat)

I see it...

233 ON THE ROAD AHEAD

Highway Patrolmen have formed a traffic barricade. Several cars and trucks are being waved through the check-point. Wearing sun-glasses and Mountie hats, the Uniformed Officers make a cursory glance into each passing vehicle.

234 DOC

analyzes the situation without changing expressions. Carol slips the station wagon up behind a pickup truck in the line of slowly-passing vehicles.

CAROL

I'll toss the bag on the floor.

She turns, starts to reach into the back. Doc gently catches her arm, preventing her from moving further.

DOC

(smiling with  
every feature  
but the eyes)

They're looking for three men...  
remember?

235 A YOUNG OFFICER

looks into the cab of the pickup, then glances at the empty flatbed. Another PATROLMAN flanks the other side of the truck, repeating the procedure. Several Patrol Cars, fully loaded with additional OFFICERS, are parked nearby. The pickup truck is waved through. The station wagon rolls up to the check-point.

236 DOC

rolls down the passenger-side window. He smiles and nods to the Young Patrolman.

DOC

Okay?

237 CAROL

studies the Officer on the driver's side of the car through the closed window... the Officer peers back at her, then into the rear seat.

238 THE STATION WAGON

is waved ahead without a second glance by the Patrolman, Carol accelerates smoothly away from the roadblock... After a moment Doc leans forward again, snagging on the radio:

239 RUDY

inside the barn, behind the wheel of the Panel Truck. Rudy's matted black hair is in contrast to his blanched face. He starts the engine, painfully bringing it to a ROAR.

240 THE PANEL TRUCK

leaps crazily forward, careening across the barn floor, SMASHING through the edge of the wooden doors as it bursts out into the sunlight.

241 EXT. SMALL TOWN - DAY

as the station wagon rolls down the main street and pulls to a stop near an outdoor phone booth near a filling station.

242 INT. STATION WAGON

Carol shuts off the engine, Doc pulls open his door...

243 DOC

Moves inside the phone booth, carrying a fistful of loose change. He begins to dial...

244 INT. BEYNON'S OFFICE - DAY

The phone rings; the Accountant lifts the receiver.

ACCOUNTANT

I'm here.

245 INT. DRUG STORE

Cully sits at the counter, having a chocolate soda; in the booth behind him the phone begins to ring. Cully quickly rises, enters the booth, answers the phone.

CULLY

Hello.

846 EXT. LOADING DOCK - LUMBER YARD - DAY

Hayhoe leans against a phone booth near the dock. The phone begins to ring.

247 A BLACK TELEPHONE

shrilly RINGING within the booth at a bus station.  
Swain turns and reaches for the receiver.

248 EXT. SMALL TOWN

Doc moves back towards the wagon, climbs inside.

249 INT. STATION WAGON

Doc slams the passenger door shut. Carol looks across to him.

DOC  
They checked in.

CAROL  
Doc?

Doc looks toward her.

CAROL  
(continuing)  
Make one more call. Call the  
ranch, tell Beynon we'll leave  
his cut here. They'll come and  
look for the money first, once  
they've got it we'll be clean.  
I don't want to go there, Doc.

Doc looks at her for a moment. A questioning look clouds his eyes.

DOC  
(speaking suddenly  
and with absolute  
sureness)  
Let's do it my way.

Carol turns, starts the engine. The station wagon pulls away.

DISSOLVE TO:

## 250 A NARROW DIRT ROAD - LATE AFTERNOON

Two hours before sunset. A chill southwest wind is blowing. The station wagon appears, moving slowly down the roadway, bouncing along its rutted surface.

## 251 AT A SMALL INTERSECTION

Two mail boxes stand close to one another. The name Beynon is crudely printed in black paint on one of the rusted letter bins. Carol stops the wagon momentarily, looks at the box, then turns down the indicated road.

## 252 THE STATION WAGON

clears the crest of a sage brush hill, then moves down the slope towards an old-fashioned ranch dwelling -- two storied and painted white. A long veranda extends across the front of the building. Behind the house is a large red barn which has been partitioned on one side to form a garage for Beynon's car -- a late model limousine. A plank corral adjoins the barn, opening at the opposite end into a dry, grassy meadow dotted with several horses and white-faced cattle.

## 253 CAROL

parks the wagon under a gnarled cottonwood tree in front of the house. As she shuts off the engine, Doc pulls the .45 out of his coat pocket and shoves it into the waistband under his jacket. Carol watches the gesture. Doc starts to open the car door, then hesitates and leans slightly in Carol's direction.

DOC

You can wait here... I'll wrap it up fast. Anybody comes over that hill, get out your gun and use it.

Doc steps out of the wagon, casually brushes some dust off his clothes, then pulls the leather suitcase out of the back. He quietly shuts the car door. He moves around the side of the house, toward the barn/garage at the rear. The late afternoon sun has cast long shadows across the yard. He looks carefully around the area, his eyes searching for signs of Beynon's men. Nothing seemingly amiss, he moves toward the rear entrance to the ranch house.

254 DOC

stands at the back screen door of the house, pausing momentarily before knocking. He RAPS three times. He waits. He KNOCKS again... there is again no response from within the home.

DOC  
(calling, but  
not loudly)

Beynon?

After another moment, Doc quietly opens the screen door and enters the house.

255 INSIDE THE HOUSE

Doc moves through the service porch/pantry and into the kitchen.

256 BEYNON

sits at the long kitchen table; head on hand, eyes slightly glazed... on the checkered oilcloth in front of him is a quart bottle of Jack Daniels, now half full. He's drinking the sour mash straight with a water chaser.

257 DOC

looks steadily at Beynon for a moment, sets the suitcase down on the floor, then crosses to the sink, picks up a glass and sits down at the table. Doc pours himself a drink, takes a sip, lights up a Lucky.

BEYNON  
Hello, McCoy.

DOC  
Beynon.

BEYNON  
(swishing the  
drink)  
The news said one person  
killed.

Except for a faint thickness of speech, Beynon seems quite sober.

(CONTINUED)



257 CONTINUED:

DOC

Three... Rudy got ambitious,  
shot Jackson, tired to get me...

BEYNON

And you got him...

DOC

That's right.

BEYNON

What about your wife?

DOC

She'll be along...

BEYNON

In another car?

DOC

(moving right  
to the business  
at hand)

Let's cut up the money, Beynon.  
I want to get North...

258 INT. STATION WAGON

parked under the cottonwood at the front of the house.  
Carol sits inhaling deeply on a cigarette -- lines of  
strain have formed across her face.

259 DOC

listening carefully to Beynon.

BEYNON

Car... your wife told me no  
one would be killed. She  
swore to it.

DOC

You hired Rudy, not me.

BEYNON

I wanted it to be smooth...

DOC

So did I.

(CONTINUED)

259 CONTINUED:

BEYNON

(smiles)

I've been thinking about things.  
You know, McCoy, you and I may  
be two of a kind.

DOC

(calmly)

No, you're much worse than me.  
I don't pretend about who I am,  
and I always do my own work.

BEYNON

That's not very kind. Here,  
have some more.

He slops three fingers of whiskey into Doc's glass.

BEYNON

(continuing)

I understand the way you feel.  
As a matter of fact, you and I  
might share a great many feelings...

Beynon drinks from his glass.

DOC

(snaps the words)

I'm in a hurry.

BEYNON

You still don't get the picture,  
do you? I've always heard what  
a smart operator you are.

Beynon pauses a moment; waiting, he deliberately prolongs the delicate torture. Doc looks steadily across the table into Beynon's eyes. From beyond there is the quiet SOUND of a screen door opening. Beynon gets out of his chair, stands beside the table.

BEYNON

Take it a little at a time.  
One, an extremely attractive  
woman. Then, the woman's  
husband, a skillful bank robber  
serving a long sentence in  
prison. Three, a man with  
political influence, a man  
who can free the convict...  
Why should he?

(CONTINUED)

259 CONTINUED - (2):

Beynon sips his glass slowly. Doc's hand edges down towards his waist-band.

BEYNON

(continuing)

A simple reason. The obvious reason. To rob a bank. The husband, not aware of the alliance between the politician and the woman, is baited to an isolated spot such as this... Then when the hold-up man is off guard...

Doc senses a movement from the shadows behind Beynon. Turning his head slightly, Doc can see Carol standing at the entrance to the kitchen. She holds a gun in one hand -- not a woman's gun, but a big blue Colt -- the pistol seems to be pointed directly at Doc.

BEYNON

(continuing)

Don't think too badly of her... Afterall, you were in jail a long time, and she is a healthy young woman...

260 CAROL

FIRES the automatic. The big gun belches a rapid, stuttering EXPLOSION.

261 BEYNON

is driven back to the kitchen wall. He SHRIEKS aloud, the noise strangely like laughter... His body flattens against the surface, slips downward, riddled by the big bore slugs... Doc stands momentarily frozen against the table. He looks up from Beynon's crumpled body. Carol takes two steps forward, then drops the automatic, sending it clattering and spinning away across the hardwood floor. Doc and Carol slowly approach one another. He raises his hand as she comes near, touching the side of her lowered face with a soft, gently stroking movement.

DOC

You heard it all.

(CONTINUED)

261 CONTINUED:

Carol is staring downward, unable to raise her head. She begins quietly crying.

CAROL

That's not the way it was...  
I was afraid he'd say some-  
thing, make something up...

She begins crying harder.

CAROL

(tears running  
downward)

That's why I didn't want to  
come here...

DOC

It's okay.

CAROL

I didn't know about the rest.

DOC

(softly)

Okay.

CAROL

I just didn't know...

Doc now holds Carol for a moment, cradling her head tightly against his shoulder. Her body shakes as she tries to control the hushed sobs. A long moment.

CAROL

(continuing)

Is it... is it going to be  
all right?

DOC

We'll make it.

262 RUDY

is driving the panel truck along an open highway at dusk. The car radio spits out Nat "King" Cole singing Nature Boy. Rudy mouths the inane lyrics, one arm on the wheel, the other clutching his wound. A small sign near a mailbox catches Rudy's eye. He swings the panel truck around in a U-turn, then pulls into the long dirt driveway of an isolated farm house.

263 THE SIGN

reads: HAROLD CLINTON, D.V.M.  
Practice of Veterinary Medicine

DISSOLVE TO:

264 BEYNON

Bullet-smashed and soul-departed, eyes wide but (traces of personal style to the end), hair still neatly combed. Parts of him oozing, he seems very surprised to be very dead. A load of coal suddenly covers half his face.

265 DOC

standing in the basement at the coal bin. He shovels the final scoops over the body, covering it completely.

266 INT. BEYNON'S OFFICE - SAN ANGELO - NIGHT

Swain sleeps on the davenport. Cully and Hayhoe sit at two sides of Beynon's large desk, playing a game of Chinese checkers... Hayhoe seems to have Cully badly beaten... The Accountant enters the room. The clock on the wall shows eight o'clock straight up.

ACCOUNTANT

Let's go.

The two men abandon their game, Cully kicks the sofa, awakening Swain. As he groggily gets to his feet:

267 DOC

standing at the kitchen sink, scrubbing his soot-darkened hands and arms with a bar of coarse mechanic's soap. He finishes, then begins drying his hands with a dish towel. Carol is at the stove making coffee, she pours two cups, sets them down on the kitchen table. Doc crosses to the table, has a seat, lifts an orange from the fruit bowl and begins peeling it with a small paring knife.

He speaks suddenly, the words coming like a machine gun burst. Carol's eyes are instantly attentive.

(CONTINUED)

267 CONTINUED:

DOC

All right. This is the way it is... we got a half-million... we pulled a job and right now we're clean... maybe the cops will tie it to us... maybe they won't... then there's Beynon, somebody's going to find his body... maybe tomorrow.

Doc pauses, takes a breath. His face a study of concentration.

DOC

(continuing)

That's a lot of maybes... and that's not so good... there's only one thing in all that that's good, and that's a half a million and we got it...

Carol turns Doc's speech over in her mind.

CAROL

(suddenly becomes  
apprehensive)

Let's get out of here. If  
somebody comes by now...

DOC

(calmly cutting  
in)

Anybody comes, I'll see their  
headlights come over the hill.  
(gesturing through  
kitchen window)

His boys will probably come  
looking for him tomorrow...  
We'll be gone in an hour...

CAROL

El Paso.

DOC

(still peeling  
the orange)

Right now, no food, no motels,  
just head north.

CAROL

Drive all night. -Nobody sees  
our face.

(CONTINUED)

267 CONTINUED - (2):

267

DOC

Tomorrow we can loosen up a  
little.

A pause.

CAROL

Doctor?

Yeah.

DOC

CAROL

What're the odds?

DOC

(flat)

Hard to figure. We get to  
Mexico City with the money...  
we just might make thirty  
years of good living.

Doc pops two sections of the orange into his mouth.

268 EXT. STATION WAGON - NIGHT

cutting along a narrow highway -- headlight beams from  
traffic sweep past in the opposite direction search  
through the night.

269 CAROL

drives mutely through the dark. Doc is huddled on the  
car seat opposite from her, attempting sleep. A muffled  
sound of country MUSIC comes from the radio. Carol's  
eyes widen as Doc suddenly speaks out.

DOC

I'll bury this wagon tomorrow  
morning in Dallas; we take a  
train west of Abilene, pick up  
another set of wheels...

CAROL

Who's the contact?

DOC

(smiling)

I got the name in Sanderson.

(CONTINUED)

269 CONTINUED:

CAROL  
(irritated)  
Do we have to listen to this  
radio every damn minute?

DOC  
(sharply, it's  
been a long day)  
No. We can check in with the  
cops every so often, ask 'em  
how they're doing.

The radio continues playing quietly as Carol slips the car like a knife through the headlight-tunnelled night.

270 AT ONE SIDE OF A COUNTRY GAS STATION - NIGHT

Doc pulls shut the accordian door on a wooden phonebooth. He fishes through his pocket for a coin, drops a nickel in the slot and begins to dial.

271 CAROL

watches Doc from inside the station wagon. An overcoated ATTENDANT can be seen through the rear window, fueling the car from an ancient gas pump.

272 INT. SMALL APARTMENT - ABALINE - NIGHT

Blackness cut by the SOUND of a RINGING telephone. A small night lamp clicks on revealing an obese, balding MAN in his fifties -- he lies between the sheets of a small brass bed. The Man sleepily reaches across to the night stand and lifts the receiver off the cradle.

MAN  
Yeah... Where'd you get this  
number?

A pause.

MAN  
(continuing)  
It can be fixed... papers cost  
more... whenever you get here.

The obese man replaces the receiver and snaps off the light.



## 273 CAROL - DALLAS - MORNING

standing in a ticket line that moves slowly forward. She struggles, clutching the heavy, money-laden suitcase and her oversize purse between both arms. The line of ticket buyers moves forward just fast enough to make it impractical to set the suitcase down.

## 274 INT. TRAIN STATION

is ancient, vault-like. Grey stone walls; marble floors, various gates opening and closing around the main promenade -- passengers constantly discharged into the echoing expanse... Baggage lockers line the perimeter of the lobby and extend off into clumped rows within the wings of the station.

## 275 CAROL'S FACE

is lined with tension. Murder, a sleepless night without food, accomplice to a major robbery. The past twenty-four hours' events have all etched marks across her graceful features. As Carol approaches the ticket window, she places the suitcase flush against the base of the counter and holds it tightly in place with one leg. Carol pops open her picnic-basket purse - a clumsy item in itself -- as she lifts her wallet and the elderly TICKET-SELLER looks across to her.

CAROL

A day coach ticket -- on the  
Flyer.

Forty years of monotony have left the Ticket-Seller's appearance a caricature of attrition.

TICKET-SELLER

Thirty-four fifty-six with tax  
leaves in forty-five minutes  
gate three.

Carol pays the tariff, places the long tickets into her purse along with the change. Wearily, she labors the satchel back into her right hand, then turns and begins to slowly walk down the seemingly acres-wide station promenade.

## 276 CAROL

at another ticket line within the station. She moves up to the Teller's window.

(CONTINUED)

276 CONTINUED:

CAROL

One day coach ticket on the  
Flyer, please...

277 NEAR A PORTICO

within the main lobby Carol sits uncomfortably on a shiny wooden bench -- the suitcase rests on the floor pressed tightly between her ankles. She glances across the promenade walls, her eyes finding:

278 A CLOCK

Reading: 9:40.

279 DOC

guiding the station wagon along a city street, his eyes searching the building fronts. Spotting what he needs, Doc reacts instantly, making a sharp turn and whipping the car into a multi-tiered auto park.

280 THE STATION WAGON

enters the concrete labyrinth. Doc takes a bright orange ticket from an ATTENDANT behind a glass window, then accelerates the wagon up a rampway leading to the upper levels of the building.

281 DOC

checks his watch momentarily as he prowls the wagon between long rows of automobiles

282 THE STATION WAGON'S TIRES

WHINE through a sweeping turn within the auto park's uppermost level -- through the building's portals the bright morning sun can be seen reflecting off the city's rooftops.

283 DOC

pulls the wagon to an abrupt halt within a parking stall -- at an isolated area. With a deft movement, a three-inch knife blade snaps open in his hand. In one flowing sweep of Doc's arm he splits out the front and back seat upholstery, headliner, and the arm rests attached to each door. The knife then disappears back into his hand quite as suddenly as it materialized. He bends quickly forward, holding a clean handkerchief, then wipes the dashboard hard, carefully keeping the edge of his hand covered by the linen. Doc next slides the handkerchief around the steering wheel and post -- his fingerprint cautions now almost complete, he reaches out the car window, unlocks the door from the outside, steps onto the concrete flooring, slams the door shut and wipes the handle. The handkerchief disappears into his pocket. Doc turns away from the car. As he approaches the elevator, Doc tears the orange auto park stub into fragments and drops them into a trash bin without missing a stride.

284 INT. TRAIN STATION - ON A LOBBY BENCH

where Carol stares across the room at the scattering of passengers waiting on the wooden seats opposite from her. Carol's nervous boredom increases; she looks down at her lap, pretends to find something wrong with her nails and begins rubbing the cuticles. Tiring quickly of this, she again stares about the station. Carol finally rises impulsively from the bench, immediately reaching for the brown leather satchel...

285 CAROL

walks back down the promenade while carrying the suitcase. As other baggage-laden passengers scurry around her, she looks across the arcade, her eyes finding a glass-walled cocktail lounge. She hesitates, then begins to trudge toward the small restaurant.

286 A BANK OF LOCKERS

stands near the Cocktail Lounge. As Carol approaches, an elderly WOMAN deposits a coin in one of the numbered lockers, opens the metal door and places a small suitcase inside. closing and re-locking the door, the Woman quickly moves away. Having noted the woman and more than tired of hauling her burden around the station...

(CONTINUED)

286 CONTINUED:

Carol steps to the end locker, takes a quarter from her purse, then studies the time-scarred operating instructions on the face of the locker. She slips the quarter into the slot and opens the locker door. As Carol bends to pick up the suitcase the locker door swings closed... she tries to open it but the door has re-locked itself... Carol, quite disgusted with her predicament, again sets the suitcase down and pulls a quarter out of her change purse. As she again reads the numbered directions, a young MAN appears at her shoulder.

287 THE MAN

is a prototype of urban sleaziness, his Doberman-Pincer features are broken by a weedy-brown moustache, a cheap corduroy suit, set off by an oddly matched bow tie. The Man's appearance suggests a kind of drug store dapperness.

DAPPER MAN

Kind of tricky, isn't it?

She turns, startled by his sudden proximity. In one smooth movement the Dapper Man plucks the quarter from Carol's hand, deposits it in the slot and swings the locker door open. Setting the heavy suitcase inside, he closes the door, tests it to show that it has been relocked, then removes the key from the lock and puts it into Carol's hand. She is intimidated momentarily by the Man's sudden appearance and forcefulness -- as well as being confused by his intentions.

CAROL

Thank you.

DAPPER MAN

(toothy grin)

No trouble, lady.

Stepping backward, his canine features disappear into a welter of station activity. Carol watches his receding figure for a moment, then simultaneously placing the key into her purse, she turns and begins moving towards the Cocktail Lounge.

288 DOC - DAY

walking down a small street.

289 INT. BARN - DAY

empty cages stacked along a wooden wall...

290 A COLLIE

yawning behind a wire mesh cage.

291 A YOUNG CALICO KITTEN

in a cardboard box wrestling with the barrel of a .44.  
A thick-veined hand gently rubs the gun over the fur  
along the Calico's neck and backbone.

292 RUDY BUTLER

is pre-occupied with the cat, giving little attention to  
the small, thirtyish MAN standing nearby. Harold Clinton  
puts away a large syringe then snaps shut the medical bag.  
Rudy lies across a cot in one corner of the barn-like  
Animal Hospital; the large room is lined with stalls,  
cages and pens, many of them vacant. The atmosphere is  
punctuated with a few BARKS and BLEATS. The wounded  
criminal is bare chested; the ripped tissue under his  
arm has been wrapped in white muslin bandages, his ribs  
are also heavily taped.

293 FRAN CLINTON

sits on a high wooden stool opposite Rudy. Five years  
younger than her husband, tight sweater and skirt, bright  
scarlet fingernail polish, well-built, her face suggests  
a sensuality unencumbered with even a glimmer of intelli-  
gence. Fran's bare, milk-white legs are crossed under  
the expensive but rumpled skirt. She looks down at Rudy  
with an apprehensive face.

RUDY

(to Harold)

What's the damage?

HAROLD

Two broken ribs, entry and exit  
wound. As long as there's no  
infection... the bandages should  
be changed twice a day.

RUDY

I got a good doctor in mind...

(CONTINUED)

293 CONTINUED:

HAROLD

The glucose will begin working  
in half-an-hour. You'll start  
feeling better then.

RUDY

(flashing his grin  
despite the pain)  
The three of us are going to be  
doing some traveling. We're  
going to take your car to El Paso.

HAROLD

That's impossible.

Rudy smiles at Mrs. Clinton. He's never met Fran before,  
but he's known her for years.

RUDY

Is it possible, Mrs. Clinton?

FRAN

(scared, but trying  
to be friendly)  
Just... tell us what you want.

Rudy looks back down at the gun and cat. The following  
silence is like a scream. Finally:

RUDY

What kind of car do you have,  
Harold?

FRAN

(cutting in)  
A Ford... We have a Ford.

RUDY

That's good. That's very good.  
Now Harold, you go out and gas  
up the Ford, check the oil and  
tires, we don't want any prob-  
lems on the road... Just one  
more thing... if anybody but  
you comes back...

He points the gun at Mrs. Clinton.

RUDY

(continuing)  
She gets her clock fixed right  
away... You understand that,  
Harold?

(CONTINUED)

293 CONTINUED - (2):

A long pause.

FRAN

You do what he says, Harold.

RUDY

After you come back, I'll  
listen while you make some  
phone calls, tell a few friends  
you've got to leave for a week  
or two...

Rudy's voice changes from confident menace to concern.

RUDY

(continuing)

You have to call another Vet  
about the animals. You tell  
him to come over and take good  
care of them starting tomorrow  
... no slip-ups on that. They  
got to be looked after...

HAROLD

We really don't have too many  
friends.

FRAN

(to Rudy)

They all think he's a dope  
around here...

Rudy's laughter echoes around the barn.

294 INT. TRAIN STATION BAR - DALLAS - DAY

Carol sits in the bar. A young SOLDIER approaches and  
sits down at the counter next to her. She is finishing  
a vodka gimlet.

SOLDIER

(to a bartender)

Beer.

(CONTINUED)

294 CONTINUED:

Carol glances at her watch.

SOLDIER  
(continuing;  
begins with  
the obvious)  
Guess you have to catch a  
train?

295 THE SOLDIER

pink cheeked and freckle-faced, he has to shave maybe  
twice a week; twenty-one years old, not good looking,  
(his best feature is his gentle, easy grin) and not a  
hustler. He just wants to meet a girl.

CAROL  
(not too patron-  
izing)  
That's right.

SOLDIER  
Me too. Got twenty-four days  
of furlough and I'm goin' home.

The soldier's beer arrives.

CAROL  
Where's home?

SOLDIER  
Utah, the Bee-Hive state. I'm  
from Orem, right near Salt Lake  
... Say, you wouldn't happen to  
be a Mormon, would you?

CAROL  
(chuckles)  
No, I'm not.

SOLDIER  
Me neither. There's about  
twelve people in the state  
that aren't Mormons and I'm  
one of them.

CAROL  
That certainly makes you kind  
of special...

(CONTINUED)



295 CONTINUED:

SOLDIER

(awkward)

Yeah... I guess it does.

Carol pushes aside her glass.

SOLDIER

(continuing)

You wouldn't be taking the train  
to Salt Lake, would you?

CAROL

(smiles across  
to him)

No, I'm afraid not.

SOLDIER

I never have any luck.

Carol stands, pauses for a moment.

CAROL

(warmly)

I really hope you have a nice  
trip.

SOLDIER

Thank you. I hope yours is  
good too...

Carol moves toward the exit. The soldier quietly sips  
his beer, his face a bit glum.

296 BACK WITHIN THE PROMENADE

Carol emerges from the coffee shop, crosses to the lockers, retrieves the key from her purse and thrusts it into the proper slot. It doesn't turn. Puzzled, she tries again, then forcing the key, Carol shakes the lock violently. Her eyes widening into a quiet panic, she next looks at the locker number and then the number on the key. Her features now gone totally ashen, Carol walks up the bank of lockers, moving away from the coffee shop -- she puts the key in another locker -- the metal door opens, the compartment is empty. Carol turns away from the vacant locker, eyes glazed with fear -- she looks across the promenade.

297 DOC

is crossing the arcade toward Carol, having just entered  
the station.

(CONTINUED)

297 CONTINUED:

As he approaches her, their eyes meet -- Doc instantly knows that something is violently wrong.

298 DOC

swiftly closes the last few steps between himself and Carol.

CAROL

I checked the bag. I can't get the locker open... the key...

DOC

Somebody helped you?

She nods, her eyes now avoiding his.

DOC

(a deceptive calm)  
Switched keys, oldest con game in the world...

CAROL

I was just a minute.

DOC

How long?

CAROL

(reluctant)  
Fifteen minutes.

DOC

Sure?

CAROL

Yes... yes, I'm sure.

DOC

(with quick calculation)  
He'd figure you for longer, enough time to try another hit. He's probably still in the station.

Doc pushes Carol forward.

DOC

(continuing;  
icily repressed  
anger)  
Move with me, see if you can spot him.

(CONTINUED)

298 CONTINUED:

Walking at a rapid pace they start through the station. Doc forcing their speed, clutching Carol under her elbow. They reach the main concourse after moving down the length of the promenade -- eyes straining, their heels slamming against the marble flooring.

299 DOWN A STAIRWAY

Moving quickly and with desperate calmness, Doc and Carol hurry into the subterranean passages of the station.

300 NEAR THE TRAIN GATES

Doc relentlessly pulls Carol along. She is now breathless with fear and exertion. Tides of passengers sweep before them. Carol desperately searches the passing faces and luggage.

301 CAROL

stops suddenly. She stares down the long corridor, her eyes finding the Dapper Man. He stands near another bank of lockers, the brown suitcase at his feet.

302 THE THIEF

looks up at Carol -- virtually within the same moment she spots him. His expression never changes. He takes a step towards her, smiling, apparently on the point of calling a hello. And then, with a movement that is both abrupt and casual, he snatches up the money bag and disappears behind the row of lockers, his passage obscured by the constant traffic of train patrons.

303 DOC

has seen the thief. Recognizing the suitcase he moves immediately after him. Carol follows Doc but is unable to keep up. She watches as Doc vanishes behind the row of lockers.

304 CAROL

rounds the last locker in the row but both men have now disappeared from view. She sags back against the edge of the metal compartments, exhausted, fearful.

(CONTINUED)

304 CONTINUED:

LOUDSPEAKER VOICE  
(indistinct above  
the roar of the  
station)

Attention please. The Flyer  
now boarding at gate three.  
The Flyer now boarding at gate  
three.

Carol again raises her eyes. Still breathless, her face  
glows with moisture.

305 INSIDE THE CLINTON'S BARN - MORNING

Fran is still seated on the stool. Rudy stares at her  
from the cot.

FRAN  
Don't worry too much about  
Harold. He won't do anything.

RUDY  
That right?

FRAN  
You can trust him...

RUDY  
How long have you been married?

FRAN  
Two years.

RUDY  
Can he trust you?

FRAN  
(smiles)  
Harold? Sure. Of course he does...

Rudy continues looking at her.

RUDY  
Come over here a minute...

He gestures with his gun. Fran crosses the distance  
slowly, moving with apprehension.

FRAN  
Look, I'm not going to be any  
trouble to you either, fact is,  
this may sound funny, but maybe  
you and I could be friends...

(CONTINUED)

305 CONTINUED:

Rudy gestures her closer...

FRAN

(continuing)

You don't always have to have  
your gun out. I'll get what-  
ever you want. Really, I will...

Fran smiles. She is now standing over the cot, looking directly down at Rudy. Rudy lashes out with one foot, kicking her in the stomach. Fran goes down from the blow, abruptly seated with her back to the wall. As she fights for breath, tears in her eyes:

RUDY

First you get rid of that nail  
polish, I don't like it. Second,  
when I tell you to come over  
here, you move real fast, third  
I know how you and I are going  
to get along because I've known  
a lot of people like you, so  
don't tell me about it because  
I got your ticket going in.  
Now get up and get that paint  
off your hands... okay?

Rudy smiles.

306 INT. TRAIN STATION - DOC

moving like a gun dog on the hunt between the rows of lockers; catching sight of the Thief momentarily, he closes in. After a series of criss-crossed movements among the banked locker corridors, Doc again loses sight of the Thief as the slender criminal dodges off onto a main passenger concourse. Doc is faster and more agile than the Thief but the station is unfamiliar territory to him. The Thief is weighted down by the heavy suitcase, however the terminal is his regularly hunted game preserve... he knows every inch of its interior. Both Doc and the Thief have an added handicap. They must not arouse enough attention to make themselves conspicuous, thus risking police interference.

307 THE THIEF

hurries along the main concourse weaving between the incoming and departing passengers that dot the long corridor.

308 DOC

in pursuit down the concourse, he passes several sealed off departure/arrival gates.

309 THE THIEF

steps off the concourse into gate three, an open stairway winding downward.

310 DOC

follows his quarry down the stairway to the train area where he immediately skips over the winding ramp and onto the loading platform. Emerging from the short tunnel Doc isn't surprised that the Thief is again nowhere in sight. Doc steps behind a pillar -- he waits watchfully ... After a moment or two, the Thief edges out from behind another column and starts back up the platform towards the concourse. Doc moves quickly to intercept his opponent but, as the Thief spots his approach, the narrow-featured criminal turns and joins several passengers scurrying toward the awaiting train.

311 THE FLYER

stands gleaming at trackside, perpendicular to the boarding gate. Two doors to the train stand open, one in the pullman section, the other entrance admitting day coach passengers.

312 CAROL

is walking down the main concourse, moving along with the flow of about-to-depart passengers. The Flyer comes into sight, visible on the next level below.

313 THE CONDUCTOR

of the train stands smiling broadly by the coach entrance. He grins at the boarding PASSENGERS as he speaks to a nearby BRAKEMAN. The Thief skirts around a baggage-laden elderly COUPLE and moves up the two-step and into the rail car passageway.

314 DOC

moving quickly again. He sees the Thief slip past the conductor and into the train.

## 315 THE THIEF

is now inside the day coach. He begins moving toward the forward compartments.

## 316 DOC

Expertly squirms through the boarding throng and disappears past the conductor up into the passenger car vestibule.

## 317 CAROL

Watching from the concourse as a blondish man in a grey suit skips aboard the Flyer standing below. She is unable to get a clear look at the man, and is unsure as to whether or not it was Doc. She hesitates, then moves forward to gate three which will take her down to track-side -- if Doc got on the train she must join him, if it wasn't him and she boards the train they may become hopelessly separated.

Carol stands at the edge of the gate -- the last of the crowd having already passed through. She hesitates again, staring down at the shining train. With a slow movement, she brushes some dangling hair away from her eyes.

## 318 INSIDE A RAIL CAR

The aisle is clogged with passengers. People hesitate over their selection of seats, put baggage into overhead racks, clumsily remove their overcoats... The thief continues to move forward, squirming around the passengers at a hurried but controlled pace.

## 319 AT THE END OF A PULLMAN

Doc enters, threading his way forward, scanning faces. He is one car behind the Thief and losing ground, due to the fact that Doc must carefully note the occupants of each seat as he passes. Doc is further delayed by a Woman blocking the aisle. She struggles painfully, trying to fit a suitcase into an overhead carriage. Doc, with the most forced of smiles, reaches up to help her.

## 320 THE THIEF

moves through another vestibule and into an empty car -- now unobserved, he immediately breaks into a run.

321 DOC

looking, moving nimbly into another vestibule and car. The Passengers have become fewer and fewer as he nears the front of the train.

322 THE THIEF

runs through another vestibule and into a dingy, straw-seated smoker. This car also deserted, he maintains his trotting pace, swinging the heavy suitcase as he goes... reaching the end of the smoker he enters the next vestibule and attempts to move into the following car, but the Thief is brought to a halt by the sudden dead end of the passageway. The next car holds only baggage. He has reached the furthest forward passenger car. The Thief desperately tries to open the vestibule door, hoping to escape by jumping off the train, but the doors are tightly locked. He begins to retrace his steps.

323 DOC

Moves carefully into the next car forward, still unknowingly two cars behind the Thief.

324 THE THIEF

passes back to the vestibule at the rear of the smoker, his eye suddenly catching the Men's Lounge. He tries the door -- locked. The Thief snaps out a pen knife, picks the lock with a deft movement. Passengers are visible behind him as he works, filtering into the pullman car following the smoker. None of them note his activity. The restroom door swings open.

325 INSIDE THE MEN'S LOUNGE

The Thief immediately snaps the bolt-lock shut behind him, crosses the small, murky room and tries to lift the window. He strains mightily but the glass remains hopelessly jammed. The Thief has again been frustrated at attempting to escape by leaving the train.

326 DOC

enters the final passenger car, notes the half dozen travelers and continues moving forward, going next into the smoker.



## 327 THE SMOKING CAR

is empty, although Several Passengers and a PORTER enter it moments after Doc leads the way. Doc passes through the length of the car, moves into the vestibule, and like the Thief a few moments before, finds his passage blocked by the baggage car. Doc hesitates, then without changing expression, he turns and begins going back in the opposite direction.

## 328 AT THE MEN'S LOUNGE

Doc stops -- staring hard at the door for a moment. He tries the handle. The door remains firmly shut.

PORTER

(appearing suddenly  
at Doc's shoulder)

Be open five minutes out of  
the station.

Doc nods and moves away, continuing to retrace his steps toward his point of entrance onto the train.

## 329 THE THIEF

having abandoned the jammed window, is now undoing the snaps and straps holding the suitcase closed. The lid pulls upward and the Thief reacts like a man with a vision of the holy grail. Stacks of money appear under his hands. The Thief grabs a money pad, runs his thumb over it, then shoves the stack of greenbacks into his coat's inside breast pocket.

## 330 DOC

moves with determination back through the passenger cars -- this time seemingly not scanning the various train patrons.

## 331 THE THIEF

has again closed the suitcase. He nervously looks about his tight-walled sanctuary, then crosses back to the window and stares out through a corner of the pane. He pulls the shade lower.

## 332 METAL WHEELS

grind against the track, the train shudders, then begins to move forward.

333 THE THIEF

is watching through the men's room window as the train edges forward. His body suddenly tightens. He sees Doc outside the train, walking slowly between a narrow passage of moving passenger cars and several parked tinders.

334 DOC

as seen by the thief, glancing between parked passenger cars, walking cautiously ahead. As the Flyer continues to move slowly forward, Doc disappears from view.

335 THE THIEF

allows himself a quick smile. Turning away from the window he picks up the suitcase, unbolts the lock and steps back out into the vestibule.

336 AT THE BACK OF THE SMOKER

The Thief seats himself next to a window and places the suitcase on the cushioned chair opposite from him. In the forward portion of the car, well behind the Thief's back, a dozen Passengers are scattered about the lounge chairs -- a Conductor appears at the end of the smoker opposite the Thief and begins to collect and punch tickets. As the train begins to pick up speed the Thief lifts an abandoned copy of the newspaper off the cushion next to him. He glances at the front page, then unfolds the width of the paper. Appearing to be casual, he is actually regathering his composure, nerving himself with a mundane act. As a precaution against regaining poverty the Thief rests one foot against the suitcase. All seems secure. Then Doc sits down next to the Thief.

337 DOC

Companionably slides an arm behind the back of the Thief's neck, pulling him in close.

DOC

(softly, almost  
gently)

When you pop a lock you shouldn't  
leave knife marks all over it.

The Thief's knife instantly flashes into his hand, but before he can bring it into play Doc catches his arm, while tightening his grip at the Thief's throat.

(CONTINUED)

337 CONTINUED:

The Thief's head is relentlessly pulled lower. His voice is choked off by Doc's hand jammed under his chin. The Thief's skull bends back... the struggle increases in its intensity.

338 THE KNIFE

tightly wedged into the Thief's hand. Doc's fingers are vise-like at his wrist.

339 THE OTHER PASSENGERS

remain preoccupied at the other end of the car, taking no note of the quiet encounter.

340 THE CONDUCTOR

is still at the opposite end of the car from Doc and the Thief. He continues collecting and punching the fares.

341 CAROL

comes suddenly through the vestibule and into the smoker. Her eyes widen as she sees Doc applying the grappling hold on the Thief's head and neck. Carol fights to maintain calm as she sees the Conductor working his way toward the silent struggle.

342 THE CONDUCTOR

as seen by the Thief's widening eyes. He methodically punches tickets, never looking more than two seats ahead.

343. THE THIEF

His eyes bulge, lips begin to blue. His face desperately arches toward the Conductor, but his strength is unequal to the moment. The Thief's head continues to slide gradually downward, finally completely disappearing behind the high-backed seat.

344, DOC'S

shoulders give an almost imperceptible shrug of finality.

345 CAROL

takes a deep breath, lowers herself into the chair opposite Doc.

## 346 THE CONDUCTOR

arrives at the lounge chairs where Doc, Carol and the Thief are seated. He stops in the aisleway, expectantly leaning in Doc's direction.

CONDUCTOR

Tickets?

Carol immediately opens her purse and hands the Conductor the two train tickets she has already purchased. Doc has positioned the Thief at a reclining angle across the window seat. His canine features turned away, the Thief appears to be lost in sleep.

DOC

(softly)

My friend's got a good bag on,  
I'll get his ticket...

As Doc takes out his wallet...

CONDUCTOR

(grumpily)

All right, how far?

DOC

End of the line.

The Conductor cuts the fare receipt and begins to make change. Carol turns and looks at the countryside rushing by. Doc takes a quick breath, half-smiling up at the Conductor.

## 347 THE THIEF

sits facing the window, very dead.

## 348 INSIDE THE CLINTON'S '49 FORD - DAY

Rudy sits within the backseat as Harold cautiously motors down the highway. Rudy wears a large seaman's jacket. The handle of his pistol can be seen extending from one of the side pockets of the overcoat. With his one good arm Rudy cares for the Calico kitten resting in the cardboard box on the back seat.

RUDY

You can talk a little, Harold.  
Help loosen you up.

(CONTINUED)

348 CONTINUED:

Harold works his jaw, his grip tightens on the wheel.

FRAN

(chuckling at  
Harold)

Something ought to loosen him  
up... how come we're going to  
El Paso, Rudy?

RUDY

I just want to find a suitcase...

349 A SLOW SCARLET DRIP - MORNING

oozing down the side of the coal bin. A small puddle of  
semi-coagulated blood has formed on the concrete floor.

350 WITHIN THE BASEMENT

of Beynon's ranch the Accountant stands with Cully,  
Hayhoe and Swain. Beynon's body has been partially un-  
covered. The four men look steadily at their former  
employer. The accountant lifts a chunk of coal from the  
bin. He carefully examines its corrugated surface as he  
speaks.

ACCOUNTANT

They may still be going to El  
Paso.

(he nods to Hayhoe)

You get down there real quick  
... Either Rudy or that damn  
Marine's got half-a-million.

SWAIN

They gotta switch cars...

ACCOUNTANT

Put out the word.

CULLY

What about Jack?

351 INSIDE THE PULLMAN

As Doc thumbs idly through the newspaper. Carol looks  
momentarily at the reclining corpse, then turns to the  
window as the train continues to rattle on through the  
green, pleasant countryside. Doc's newspaper is sudden-  
ly showered with spurting water. He lowers the paper  
and looks to the aisle, seeing:

352 A SEVEN YEAR-OLD BOY

wearing a cowboy suit and holding a water pistol.

KID

Stick 'em up!

Doc looks at the brat.

KID

(continuing)

I'm gonna shoot you...

He squeezes the pistol's trigger, two bursts of water land on Doc's shirt front. Doc continues staring at the boy. The kid looks hard at Doc, not giving an inch.

DOC

Come here a second...

Doc takes the boy's arm, gently pulls him closer.

DOC

(continuing)

Look, I'm sure you're a nice kid and that your mother's nearby... Now you better get back to her real quick or I'll tell you what I'm going to do... I'm going to break your little arm... okay?

Doc releases the boy. The Kid looks at Doc for a moment, then bursts into tears and retreats at a dead run back down the passenger car aisle way. Doc again lifts the paper, turning it to the sports page. Carol leans forward, more than a trace of insistence in her voice.

CAROL

We can't just sit here.

DOC

Why not?

CAROL

We've got to get moving...

DOC

Kind of hard to get off a train doing seventy.

(CONTINUED)

352 CONTINUED:

CAROL  
(nodding to the  
dead man)

But everything's changed now.

DOC  
(continuing to  
look at paper)  
It has for him.

CAROL  
What about for us?

DOC  
I'm thinking about it.

CAROL  
(speaks slowly)  
I'm sorry about the suitcase.

DOC  
(abruptly putting  
the paper aside)  
Sorry, right, very sorry.  
Everybody's sorry about a  
mistake... You made two. You  
weren't level with me about  
Beynon, and when you got  
separated from the moneybag  
you fell for the dumbest stunt  
this side of a gold brick.

Carol lowers her head for a moment, her jaw tightens.

CAROL  
I didn't think.

DOC  
That's right. And if you want  
to make it all the way out, you  
got to think every minute, every  
day.

CAROL  
(voice rising,  
tired of criticism)  
Okay, that's enough. I got the  
point.

Doc looks at her carefully, then allows his mood to  
soften.

(CONTINUED)

352 CONTINUED - (2):

DOC  
(with a smile)  
It's a nervous way to live.

353 A DRY WELL - LATE AFTERNOON

in the middle of an arid expanse; on the horizon a dust cloud swirls along.

354 THE DUST CLOUD

is a large black Packard driving across the brush country.

355 CULLY

drives the car, Swain is by his side within the front seat.

356 THE PACKARD

stops near the dry well. Swain and Cully lift Beynon's body from the trunk. Beynon has been wrapped in an Indian blanket. They drop the corpse into the well, pausing to listen to the SOUND of the body striking bottom.

357 INSIDE THE PASSENGER CAR - EARLY EVENING

Carol watches through the double windows as the train yard lights of Abilene go strobing by. Doc lifts the suitcase as the Conductor appears at the vestibule at the opposite end of the car and announces the next stop. The passenger car remains sparsely populated. No one occupies the seats near Doc, Carol and the corpse. Carol passes in front of Doc, then they both go up the aisle towards the far vestibule. As they walk the train slows to a stop.

358 THE THIEF

is still curled over towards the window, continuing his endless sleep.



## 359 EXT. TRAIN CONCOURSE - ABILENE - EARLY EVENING

Doc and Carol come down out of the gangway to the Flyer and turn up the pavement toward the main part of the depot. Doc continues holding the suitcase as they walk.

DOC

We'll grab a room for overnight  
... you go out, buy yourself  
some new clothes, pick some up  
for me. While you're doing  
that, grab some food and paper  
bag it, we'd better eat in the  
room.

CAROL

(cutting in)

What about... what about when  
they find the body?

DOC

When they find it, they find  
it. They'll have a description  
of a man and a woman who sat  
across from him. That's all.  
To the cops a description's  
only good if there's a channel  
for it, and there's no connec-  
tion between that stiff and  
the robbery...

CAROL

(almost bitter)

You've got it all figured.

DOC

(looking at Carol)

There's a couple of things I'm  
still working on...

## 360 INT. DINGY HOTEL ROOM - NIGHT

Doc drops a quarter into the slot on a coin operated ten-inch television. As the image brightens he moves back across the room and lies down next to Carol across the double bed. Carol is eating a hamburger wrapped in wax paper. She passes one over to Doc along with some cold, greasy French fries and a couple of napkins. Several sacks of recently purchased clothes are at the foot of the bed. The suitcase has been placed on the small writing desk across the room. On the tube MILTON BERLE and ED THE PITCHMAN are going into a "tell ya what I'm gonna do" routine for Texaco. Doc silently munches his hamburger, eyes fixed on the black and silver screen.

(CONTINUED)

360 CONTINUED:

CAROL  
(aggressive tone  
of voice)  
I've changed a lot, haven't I?

DOC  
Have you?

CAROL  
You think so?

DOC  
Maybe I do. Anyway, nothing  
stays the same.

CAROL  
We're strangers.

DOC  
It's been three years.

CAROL  
That's not it. That's just  
an easy answer.

DOC  
We've had some back luck...  
things will straighten out.

CAROL  
When we had trouble before it  
was different...

DOC  
You've forgotten the bad times.  
People remember only the good  
things...

CAROL  
That's not it.

DOC  
(his voice sud-  
denly rising)  
Yeah, well, okay then. You  
want to get things straight?  
Tell me about Beynon.

CAROL  
I've already told you.

(CONTINUED)

360 CONTINUED - (2):

DOC  
That's it?

CAROL  
That's it.

361 THE TRAIN

ROARING through the night. The Young Cowboy Brat is asleep in a day coach seat, leaning against his mother's shoulder. The Conductor checks his watch, then opens a package of gum.

362 THE THIEF

continues to face the window, his body remains rigid.

363 THE BRAT

begins to awaken... he stretches, looks up at his sleeping mother.

364 INT. DINGY HOTEL ROOM - NIGHT (LATER)

Carol is busy unbanding the money pads. A large stack of discarded wrappers have been placed in a metal trash can near her leg. Behind her, Doc, now in his undershirt, reads a Texas newspaper.

365 CAROL

continues to loosen the greenbacks. She is surrounded on the double bed by stacks of money. She lights a match, drops it into the wastebasket. The money bands quickly burst into flames -- consume themselves, then die back into crinkly ashes. The television is now blacked out.

DOC  
(not looking up)  
There may be a hunting party  
... and I think we're the quail.

CAROL  
There's nothing on the news...

DOC  
I don't mean police.

(CONTINUED)

365 CONTINUED:

He continues reading. Carol watches him for a moment.

CAROL  
(shouting)  
Look, damn it, talk to me!

Doc looks across to her.

DOC  
(calmly)  
I've been thinking about Rudy.  
If he was on his own, we're  
okay. If Beynon bought him  
out, then maybe his boys will  
be waiting for us in El Paso.

CAROL  
Nice that we're so popular.

DOC  
It's not our personality that's  
doing it, they just want the  
money...

CAROL  
Everything's real simple.

DOC  
Sure is.

CAROL  
Anything else?

DOC  
Yeah. What about Beynon?

366 INT. PASSENGER CAR - NIGHT

The train moves clickety-click through the night. Day  
coach passengers are dozing in their upright seats,  
oblivious to their journey.

367 A WATER PISTOL

appears around the corner of an empty passenger chair.  
The seven-year old brat squeezes off several plumes of  
water.

368 THE THIEF

is hit by the gun's spray. Water runs slowly down his  
ear and the back of his neck.

## 369 THE BOY

watches the immobile man -- he fires again -- once again there is no reaction. The brat steps forward. Smiling, he pushes at the thief's arm... pushes harder...

## 370 THE THIEF'S BODY

suddenly falls back across the arm of the chair. His dead eyes roll upward -- seemingly staring at the Young Cowboy.

## 371 THE BOY

is transfixed by the thief's gaze. Conductor moves up the aisle behind the child -- looks casually at the reclining figure, then looks again.

## 372 INT. THE HOTEL ROOM - NIGHT

Carol sleeps on her stomach, her head resting across one arm. Doc lies beside her, eyes open. He looks over at Carol a moment, noting the long strands of hair that move rhythmically back and forth from her gentle breathing. After a moment Doc quietly stands, crosses to the top of a chest of drawers, grabs a pack of cigarettes and lights one. He moves to the writing table and stares at the brown suitcase. He opens the valise and lifts a large stack of greenbacks into a shaft of light coming through a crack in the drawn shade. The smoke from the cigarette curls upward. Doc inhales again, then still holding the money, he looks back at Carol.

## 373 A TIGHTLY BOUND MONEY PAD

Printed clearly on the brown wrapper:

FIRST BANK OF BEACON CITY  
BEACON CITY  
COMMONWEALTH OF TEXAS

## 374 INSIDE THE PASSENGER CAR - NIGHT

The train has stopped moving. The round houses and switching tracks of a large depot are visible through the pullman car's windows. TWO AMBULANCE ATTENDANTS pull a rubber sheet over the Thief, then begin strapping the body onto a stretcher. The passenger car is crowded with POLICE EXPERTS; FINGERPRINT MEN and PHOTOGRAPHERS neatly go about their specialties.

## 375 AT THE BACK OF THE PULLMAN

A PLAINCLOTHES OFFICER holds the money pad with his handkerchief. Silver hair and dark suit, he is the senior officer within the car. He carefully notes the investigatory activity around him. The Young Boy is sitting with his mother on one of the passenger seats -- still dressed in his cowboy suit but no longer a brat. His face reflects both fear and shock.

## 376 THE CONDUCTOR

is seated next to a POLICE SKETCH ARTIST. TWO PLAINCLOTHES DETECTIVES stand nearby.

CONDUCTOR

I think the nose was a little smaller...

## 377 THE SKETCH PAD

is divided into two panels. A bad likeness of Carol has already been finished. Doc's face is being pieced together.

ARTIST

How about the eyes?

CONDUCTOR

I think that's about right... it's hard to remember exactly.

## 378 INSIDE THE BATHROOM - ABILENE (MORNING)

of the dingy hotel. Carol does a final primp before the mirror. She wears her new outfit purchased the evening before -- a stylish two-piece tweed suit -- After buttoning the top button and fixing the last curl, she looks up from the mirror and momentarily eyes the peeling walls and stained toilet. Carol cuts off the light and goes back into the main room. Doc sits on the bed wearing shorts and T-shirt. He is cutting the labels off his new clothes. On the bed near him are the now closed suitcase and his sawed-off shotgun. Brief surprise crosses Doc's face as he observes Carol's neat appearance. Carol watches as he cuts off a final label and begins to quickly dress.

DOC

Just be a second.

(CONTINUED)

378 CONTINUED:

CAROL

Okay.

Doc pulls on his pants, then rapidly begins to button his shirt -- it is of a loud, cheap material and fits badly. As Doc tucks the shirt into place, he sees himself in the mirror hanging over the wooden bureau.

DOC

Christ.

CAROL

With your coat on it won't make any difference.

DOC

Yeah, to you.

CAROL

Big deal.

DOC

Where'd you buy this crap anyway?

CAROL

(getting more  
shrill as the  
speech continues)

Army surplus... what's the difference? Besides you're supposed to be a big war hero, it ought to feel right at home. Anyway, I don't remember you winning any great prizes for being so damn well dressed when --

Her speech is interrupted by a stinging slap that Doc delivers between pulling on his shoes. Carol, stunned, watches as he quietly ties his laces and pulls on his jacket -- a black leather flight jacket with a fur collar. Doc then inserts the shotgun into the deep inside pocket of the coat, and stuffs the Colt .45 into the flapped outside pocket along with several dozen fat slugs for his automatic. As he buttons the coat up halfway, Doc checks his mirror image, making sure the shotgun doesn't bulge outward. Satisfied, Doc turns to the bed and picks up the suitcase. Carol continues looking at Doc.

(CONTINUED)

378 CONTINUED - (2):

DOC

You okay?

CAROL

(quietly)

Let's go.

DOC

You spent so much time buying  
that outfit of yours last night  
that you had to hurry and you  
just stopped in the first place  
you saw to get my stuff, right?

CAROL

Bastard.

DOC

(kindly)

You look pretty good.

CAROL

Let's just go.

DOC

Whatever you want.

As they head toward the door:

379 INT. POLICE STATION - LUBBOCK TEXAS (MORNING)

The Conductor studies three wirephoto pictures of  
men looking something like Doc. Printed at one side  
of the photographs are their criminal records.

The Senior Detective and the two plainclothes Officers  
are seated within the Communication Room of the Depart-  
ment, a large wire transcriber fills the desk opposite  
the four men. The transcriber comes to life as the  
cylinder receiver begins to turn.

CONDUCTOR

This fella's kind of close...  
just something about his mouth...

DETECTIVE

Yeah, well, maybe this is the  
one...

The men look expectantly toward the transcriber.



## 380 THE CYLINDER RECEIVER

turning... the connecting dots forming one quarter of a man's head.

## 381 THE CYLINDER RECEIVER

now revealing two-thirds of Doc McCoy's face.

CONDUCTOR (V.O.)

That's him. No question about it, that's him...

DETECTIVE (V.O.)

Let's try to get some I.D. on the body...

SENIOR DETECTIVE (V.O.)

Right. If we get lucky something might come through on the girl...

## 382 A LARGE ZENITH RADIO - MORNING

Coin-operated on a bedstand. The frequency-band indicator glows with a yellow light.

RADIO

... the man has been positively identified as Carter "Doc" McCoy, only recently paroled from a Texas State penitentiary where he was serving time for armed robbery. He is believed to be traveling with his wife, Carol Ainslee McCoy... In the United States Senate today Lyndon Johnson, Junior Senator from the state of Texas, introduced a resolution providing for the...

## 383 RUDY - IN AN AUTO COURT MOTEL

reaches over to the nightstand and shuts off the radio. His eyes stare vacantly ahead for a moment.

## 384 HAROLD CLINTON

is tied securely into a straight-backed wooden chair, his mouth tightly gagged.

385 RUDY

begins to smile. Fran is next to him within the bed, wearing only a bra and panties. She continues sleeping, one arm wrapped around Rudy's middle.

RUDY

How you doing over there,  
Harold? You sleep okay last  
night? Good. I'm glad to  
hear it. Did you listen to  
the news? That means we don't  
have to drive so hard today,  
Harold... We're gonna be  
traveling a lot faster than  
they are... We got a lot more  
time than I figured...

Rudy continues smiling. He pulls the sheet away from Fran, then allows his hand to reach down, cupping her breast from inside the bra... Fran half-awakens, pulls herself closer to Rudy.

386 HAROLD CLINTON

His eyes tighten as he watches.

387 A BEEHCRAFT BONANZA - EL PASO - MORNING

touches down on a dirt runway. A small airfield stands beyond the patchy airstrip. The Bonanza taxis to a stop, pulling up alongside a little Cessna 120 -- the propeller stops turning.

388 HAYHOE

jumps down out of the passenger side of the Bonanza's cockpit. He carries a small overnight bag in one hand, a half-full bottle of whiskey in the other. The Pilot remains within the plane as Hayhoe strides off toward the corrugated-tin hangars.

389 EXT. CAR LOT - ABILENE (MORNING)

The Obese Man stands next to Doc, leaning against the fender of a bright blue '41 Chevy. The car is in good shape and has a spanking new paint job. Carol stands a few feet past the two men, near the car's grill. She runs one hand over the chromed headlight.

(CONTINUED)

389 CONTINUED:

OBESE MAN

Bill of sale, registration slip  
and driver's license are in the  
glove compartment. Your name  
is Cunningham.

DOC

Run good?

OBESE MAN

Runs real good. Yesterday it  
was green and had Oklahoma  
plates.

Carol has moved around to the driver side door.

CAROL

(sarcastic)

Even got a brodie knob.

OBESE MAN

You got it all, lady.

(he turns back  
to Doc)

That'll be three balloons,  
Mr. Cunningham.

Doc hands the Obese Man a manila envelope.

DOC

Count it out, big boy.

390 INT. GOLLIE'S HOTEL - EL PASO - (MORNING)

Hayhoe enters the dark, nearly deserted lobby and approaches the reception desk. The large room is populated by overstuffed and threadbare furniture. Though now in a state of final decline, there is evidence that the hotel was once of a certain quality. The lobby has high ceilings and a rococo archway.

GOLLIE is a plump, balding man nearing fifty. He flashes a quick grin from behind the counter as Hayhoe draws near. At the switchboard behind Gollie, a plain looking WOMAN of thirty-five sits next to the telephone jacks, (all of them idle) reading a movie magazine. Resting on the counter next to the woman is a bassinet containing a four-month-old BABY.

HAYHOE

You're Gollie?

(CONTINUED)

390 CONTINUED:

GOLLIE

(Mr. Friendly)

I'm Gollie, that's Mrs. Gollie,  
that's my daughter, and that's  
Gollie Junior.

Gollie indicates a seventeen-year-old BELLBOY sleeping  
in one of the overstuffed chairs.

HAYHOE

Yeah. Well, look, I just need  
a room...

GOLLIE

No trouble. You came to the  
right place, one thing we got  
here is a lot of rooms...

391 INT. '41 CHEVY (DAY)

As it motors down the Texas highway. The brown suitcase  
is propped up between Doc and Carol in the front seat.  
Doc, seated on the passenger side, bangs the car radio  
with his hand.

DOC

Christ.

CAROL

We better stop in the next town.

DOC

It's probably just a tube.  
We're about thirty miles  
from Coleman, get the radio  
fixed, maybe we can grab a  
bite there.

CAROL

Whatever you say...

DOC

Still acting like Lydia Pinkham.

CAROL

Don't push it.

DOC

I figure there's a lot to push  
about.

(CONTINUED)

391 CONTINUED:

CAROL

(furious)

You keep it up and it won't matter how far we get away, because it's going to be all gone between you and me. Do you understand that? There won't be anything left.

DOC

Maybe you better explain it. Just how much did Beynon leave me?

A long moment.

CAROL

(very calm)

I'll tell you something, Doc. One day you're going to have to trust somebody...

She continues driving.

392 INSIDE THE CLINTONS' FORD - MID-DAY

As it leisurely moves along the roadway bordered by miles of sagebrush. Harold drives; Fran is again in the front seat beside her husband -- a scrunched-up sack of food beside her. She wipes her mouth with a napkin, shoves it inside the paper bag, then turns to watch the passing scenery. Rudy sits in the back, noisily eating spareribs. He suddenly throws a just-finished bone at Fran, hitting her on the shoulder.

RUDY

Have a bone, pig.

He throws another sparerib at Fran.

FRAN

(shouts)

Oh, Christ, you wrecked my blouse... God damn it, Rudy, what'd you do that for? Jesus!

RUDY

(laughing)

I'll tell you why I did it... it makes me feel good.

(CONTINUED)

392 CONTINUED:

He again laughs, and again throws another bone at Fran. She suddenly catches his mood and begins laughing herself... tossing a bone back at Rudy.

393 HAROLD

continues driving, his knuckles whiten around the steering wheel as a sparerib bounces off the window in front of him...

394 THE CALICO KITTEN

is sleeping within the cardboard box, oblivious to Rudy and Fran's raucous laughter.

395 EXT. HIGHWAY - COLEMAN, TEXAS (DAY)

A small one street town. The '41 Chevy moves along with the light mid-day traffic, passing various roadside business establishments, then pulls up before a radio-TV repair shop.

396 DOC

gets out of the Chevy and moves inside the shop; Carol has cut the ignition but remains behind the wheel of the car.

After a moment Doc comes back out of the small building, bringing with him the PROPRIETOR of the shop.

Doc holds the door open for the proprietor as he quickly opens a small tool kit, undoes several screws, then pulls the radio from beneath the dashboard. The proprietor takes the radio back into the shop. Doc follows him. Carol still remains within the car.

397 INT. RADIO-T.V. STORE

All the latest model radios are stacked on shelves around the small room -- a television display featuring several ten and twelve inch models is in one corner of the shop. Another T.V. is playing near the counter and the proprietor's workbench.

(CONTINUED)

397 CONTINUED:

The proprietor moves to the bench and immediately begins testing the car radio's tubes. Doc becomes engrossed in the nearby television set. On the small screen a Newsman holds a sheath of papers in front of him, droning out the events of the day.

398 THE SCREEN

as Doc's picture suddenly flashes onto the picture tube.

399 DOC

staring at the television, then he quickly reaches over and snaps the set off.

400 THE PROPRIETOR

continues testing the radio tubes, seemingly oblivious.

401 DOC

turns, then looks to the corner of the small shop.

402 ALL THE TELEVISION SETS

have Doc's picture on them.

403 DOC

turns back to the proprietor -- the man continues working, again he seems not to have noticed anything amiss.

Doc nods to the man and walks back outside.

404 INT. CAR

as Doc approaches. Carol turns as Doc sticks his head through the open door.

DOC

We got trouble. Let's take a walk.

405 DOC AND CAROL

walking up the sidewalk of the small town. They turn into a Sporting Goods Store. The '41 Chevy is behind them, a block away.

406 INT. RADIO/T.V. STORE

The proprietor looks carefully out the window at the empty car, then turns and grabs his telephone.

407 INT. SPORTING GOODS STORE

Carol remains by the front window, pretending to examine some fishing equipment as she keeps her eye on the street.

Doc moves to the counter at the rear of the store. An ATTENDANT moves up to help Doc.

SALESMAN

(with a smile)

Can I help you?

DOC

Sure can. I'd like an Envieta 12-gauge pump with the twenty-inch barrel.

SALESMAN

All right. Shells?

DOC

Four boxes of double-ought buck.

SALESMAN

Gonna knock down a wall?

DOC

(big smile)

Might try that.

The Salesman goes to the gun rack behind him, lifts off a short-barreled shotgun.

408 CAROL

at the front of the store, she watches the street intently.



## 409 THE STREET

as the Radio-Repairman stands beside the Chevy. A '48 Nash Police Car comes down the street and makes a U-turn. Stopping near the Chevy, after a brief conversation the Radio-Repairman goes back inside his store and the police car pulls forward, down the street from the Chevy.

## 410 INT. POLICE CAR

The two cops look like Homer and Jethro. Both men stare hard at the now staked out Chevy.

## 411 CAROL

watching.

## 412 AT THE COUNTER

The Salesman lays out the gun and the boxes of shells. As Doc stuffs the shell boxes into his coat pocket:

DOC

That's fine. Wrap the gun up in brown paper if you can.

SALESMAN

Right away.

## 413 CAROL

turns, looks at Doc, their eyes meet. Doc reads her; he knows that the police are in the street.

## 414 AT THE COUNTER

The Salesman puts a string around the brown paper.

SALESMAN

Be eighty-five, thirty-two.

Doc quickly pays the man.

DOC

Much obliged.

Doc turns as the Salesman drifts over to another Customer -- he approaches Carol at the store window.

(CONTINUED)

414 CONTINUED:

CAROL  
Only one car.

DOC  
Let's do it.

Carol moves ahead of Doc, exits the Sporting Goods Store and starts up the sidewalk.

415 DOC

watches her for a moment, then heads for the door himself.

416 EXT. SIDEWALK

Carol walks alone back towards the car.

417 INT. POLICE CAR

Homer and Jethro continue staring at the Chevy. Their Nash is pointed towards the Radio Store, its back to the Sporting Goods house.

418 DOC

leaves the Sporting Goods Store, crosses the street and begins walking up the opposite sidewalk, back towards the Chevy.

As he walks he tears a small hole in the brown wrapping paper, reaches into his pocket and feeds four shells into the magazine of the Envida.

419 CAROL

passes the Police Car and nears the Chevy.

420 INT. POLICE CAR

The two rural cops move into action; the Nash pulls forward and parks diagonally across the street, partially blocking the roadway as well as nearly obstructing the Chevy.

421 CAROL

stands frozen as Homer and Jethro hop out of the police car, guns drawn.

422 DOC

crosses the street behind the cop car -- he levels his big gun...

Doc FIRES the shotgun through the brown wrapping paper point blank into the Nash, caving in one side of the machine and blasting the radiator into a steaming wreck.

Homer and Jethro hit the ground, paralyzed with fright as their car EXPLODES behind them.

With one more blast Doc blows most of the top off the Nash.

DOC  
Slide those guns!

The two cops push their guns away from themselves, sending them clattering across the pavement.

423 CAROL

has instantly moved back into the Chevy, started the engine and begun maneuvering it out onto the street. She makes a U-turn, then pulls up near Doc...

424 DOC

steps forward, kicks the two pistols back under the police car near the gas tank.

He walks to the back of the car.

Carol throws open the passenger door of the Chevy.

Doc SHOOTS the gas tank of the Nash, the car instantly ignites.

Walking calmly around the burning police car Doc then starts to climb into the Chevy.

Carol REVS the engine.

Doc pauses a moment, looking back at the prone police officers and the blazing automobile.

(CONTINUED)

424 CONTINUED:

Carol guns the car forward -- Doc, unprepared for the Chevy's sudden movement, falls flat on his face across the pavement.

425 CAROL

throws the Chevy into reverse, and ROARS back to pick up Doc.

426 DOC

a little chagrined, picks himself up, grabs his gun and jumps into the Chevy. He slams the door closed, Carol again tears forward -- tires peeling down the pavement.

427 HOMER AND JETHRO

raise themselves. With very long faces they study the burning remains of their once proud Nash.

428 EXT. HIGHWAY

The Chevy speeds out of Coleman and onto an open stretch of road.

429 INT. CHEVY

Doc jams four more shells into his paper-wrapped gun -- Carol grips the wheel tightly concentrating on the road... the Chevy continues to accelerate.

430 EXT. HIGHWAY

The Chevy crosses the road's broken white line and passes a lumbering Greyhound bus.

431 CAROL

driving.

432 DOC

staring at the highway behind them; the bus fades off the horizon, being left far in the rear.

## 433 THE CHEVY

pulls off the highway, moves up a dirt road for twenty yards then pulls into a cornfield of a well laid out farm, smashing through the six foot high stalks. Well out of sight the Chevy slams to an abrupt halt.

## 434 DOC AND CAROL

running through the cornfield and back up the dirt road toward the highway. Doc still carries his gun in the brown wrapping paper. Carol labors with the suitcase as she runs.

## 435 ON THE HIGHWAY

Doc stands in the middle of the road, waving both arms overhead. The Greyhound bus comes to a lurching halt, Doc and Carol scramble aboard.

## 436 INT. BUS

Doc buys two fares from the scowling Greyhound driver. The bus again moves forward.

## 437 DOC AND CAROL

sitting together on the bus, Doc holding his camouflaged gun. They lean back on their padded seats as the bus jostles down the road...

Suddenly...

Two police cars pass the bus, SIRENS screaming, lights turning...

Doc and Carol's eyes meet...

One more black and white passes the bus and races on down the road.

DISSOLVE TO:

## 438 EXT. USED CAR LOT - WACO, TEXAS (AFTERNOON)

Carol walks along a row of automobiles with a balding, red-faced Salesman.

439     DOC - WACO, TEXAS (AFTERNOON)

dressed in different clothes, reading a newspaper while leaning against a hot dog stand. One foot rests on the brown suitcase.

440     A GREY '46 STUDEBAKER

pulls up near the doggie-diner, Doc jumps in, pulling the suitcase after him. Carol is driving.

441     INT. STUDEBAKER

as Doc adjusts the suitcase and his big gun. The Envieta has now been re-wrapped, this time with newspaper.

DOC

How much?

CAROL

Fifteen hundred.

DOC

How about the registration?

CAROL

We're still the Cunninghams.

442     EXT. HIGHWAY - BRYAN, TEXAS (MIDNIGHT)

A frontage road bordering the edge of town. The '46 Studebaker moves along with the light traffic, passing various roadside business establishments. Carol pulls off the highway and into a "Clock" drive-in restaurant.

443     THE STUDEBAKER

comes to a stop within a row of cars facing the indoor portion of the restaurant. The large asphalt parking lot is criss-crossed with white-lined parking stalls and traffic arrows, a hopeful expectation of prosperity.

444     DOC AND CAROL

inside their automobile as the CAR HOP, a skinny girl wearing a brown jacket and slacks, approaches the car carrying two menus. She arrives with a smile. Doc leans forward, looking past Carol at the waitress; he lifts his hand, not accepting the bill-of-fares...

(CONTINUED)

444 CONTINUED:

DOC

That's okay, honey, I can tell you what we need. Two cheese-burgers with everything and try to make them a little rare... She'll have coffee, black, and I'd like a chocolate milk shake, but be sure to make it real thick and with vanilla ice cream. Okay?

GIRL

How about fries?

DOC

(big smile)

Why not?

The Car Hop walks back across the raised cement sidewalk towards the kitchen area...

445 DOC (LATER)

watching as the Car Hop prepares to bolt the serving tray onto his car-door window.

GIRL

Could you roll it up part way?

DOC

Sure.

The Girl clamps the tray to the window. Carol watches in stony silence as Doc grabs one of the burgers and passes it over. Carol sets the burger on the dashboard. The Car Hop suddenly narrows her features, looking at Doc and Carol then turns and heads back toward the kitchen.

CAROL

She made us.

DOC

(beginning to eat)

I don't think so.

CAROL

I'm telling you she made us... we're on every newspaper...

(CONTINUED)

445 CONTINUED:

DOC  
Your stuff's going to get cold.

Carol looks half angrily at Doc for a minute, then reaches up and adjusts the rear view mirror...

446 THE MIRROR

has been turned to reveal the highway and the entrance to the Drive-In's parking lot.

447 CAROL

begins to eat, she looks carefully at the mirror.

448 DOC

slowly eats his hamburger, takes a sip of milk shake.

449 CAROL (LATER)

now finishing her burger, she pulls a switch on the dashboard.

450 THE STUDEBAKER'S

headlights blink on...

451 THE CAR HOP

at the pick-up stand -- she notes the lights... the Car Hop turns her head the opposite direction, pretending not to see...

452 DOC

watches the waitress turn away.

453 THE CAR HOP

stares at the cement pavement. Within the kitchen behind her the cooks all look toward the parking lot... their faces expectant.



454 CAROL

waiting, watching the waitress...

Carol looks into the rear-view mirror. Across the wide lot a Police Car appears, cutting in off the highway.

455 DOC

can feel the instantaneous tension.

456 CAROL

kicks the engine over, jams the stick into gear. All this is accomplished while staring into the rear view mirror.

457 DOC

lifts the newspaper covered shotgun onto his lap.

458 THE POLICE CAR

cruises slowly along the line of autos...

459 INSIDE THE BLACK AND WHITE

TWO OFFICERS scan the parking lot. The passenger cop cradles a riot gun.

PASSENGER

Studebaker.

The Squad Car pulls to a stop fifteen feet behind the Studebaker, seemingly blocking the way.

460 CAROL

POPS the clutch, the Studebaker goes SCREAMING forward, bounces up across the sidewalk as the empty plates and glasses topple off the serving tray and roll across the concrete. The blue car slams back down through a vacant space on the opposite side, and then moves around in a semi-circle across the asphalt, heading for the highway exit.

461 DOC

jumps into the back seat, he smashes out the rear window with the butt of his shotgun.

462 THE BLACK AND WHITE

now in reverse, zooming back, trying to get between the Studebaker and the highway.

463 CAROL

bringing the Studebaker around can see the Squad Car streaking backward. She pulls the Studebaker to the right and brings her car across the front of the still stopping Police vehicle.

464 THE OFFICERS

try to bring their guns into play as the Studebaker streaks in front of them.

465 DOC

FIRES the shotgun twice...

466 THE POLICE CAR

EXPLODES, the hood is lifted off the car. Both Officers jump out of the vehicle, pouring SHOTS after the retreating Studebaker.

467 CAROL

SCREAMING as the front and back windshields shatter around her... the exploding glass leaves tiny cuts along the side of her face.

468 THE STUDEBAKER

badly riddled, pulls out onto the highway. Another Squad Car comes speeding up in the opposite direction. The Driver hits the brakes, the tires smoke along the street as the black and white screams to a stop.

469 CAROL

pulls the Studebaker by the Squad Car...

470 DOC

FIRES another two bursts...

## 471 THE POLICE CAR

The front and back fenders are hit; the wheels disintegrate -- the impact of the shells rocks the black and white upward.

## 472 THE SECOND PASSENGER COP

FIRING a .38 out his back window at the Studebaker as it streaks down the road. Three holes open up on the trunk of the big auto.

## 473 DOC

can see both Officers jump out of the second black and white through the rear window. Carol makes a quick turn off the highway.

## 474 THE STUDEBAKER

ROARS down the dark street into the City's commercial section, makes another sharp turn -- this time through a red light.

## 475 DOWN A SMALLER STREET

filled with shops. Carol rounds the corner, whips up to the curb -- Doc and Carol jump out of the car. She carries the suitcase, he hangs onto his big gun...

## 476 DOC AND CAROL

moving down a deserted sidewalk; the SOUND of sirens. They round a corner, then quickly move into an alley.

## 477 THE ALLEY

is narrow, deserted. Doc and Carol pull back into an alcove as a prowler car goes SCREAMING down the street and off into the night. They continue down the alley, turning along the winding corridor.

## 478 THE OPPOSITE ENTRANCE

to the alley is blocked by a large garbage truck. The DRIVER empties two cans, then starts across the narrow street beyond in order to grab several others.

479 DOC

looks behind him, then grabs Carol's arm. They run for the truck. Doc tosses the suitcase up into the truck bed, jumps up onto the raised tailgate, reaches back and pulls Carol up beside him. Sirens again SOUND close by...

480 INSIDE THE TRUCK BED

There is a large cardboard crate in the middle of the collected trash and debris. In a moment Doc has dug out a clear space among the broken bottles and food scraps. He pulls Carol and the suitcase into the crate beside him.

481 WITHIN THE CRATE

Doc wiggles his .45 out of his jacket and into his hand. He, Carol and the suitcase are crushed tightly together within the cardboard. A moment after Doc frees his gun a load of garbage descends on their shelter, partially obscuring them.

482 THE DRIVER

tosses aside the two refuse cans and swings back into the cab of the truck.

483 DOC AND CAROL

sweating... breathing hard. Again the SOUND of sirens ... the truck lurches forward.

484 THE TRUCK

moves along the empty city streets, passing several prowling Squad cars.

485 THE GARBAGE MAN - NOW AT SUNRISE

driving the truck, making stops, throwing in more refuse. The truck continues moving.

486 THE CARDBOARD BOX

is now almost totally covered with debris.

## 487 DOC AND CAROL

their faces covered with perspiration and flies --  
buried within their enclosure under the moist garbage.

## 488 A GARBAGE DUMP - MORNING

The truck growls along the rutted pathway, surrounded  
by acres of open trash. Areas within the dump reveal  
slow, smoldering fires.

## 489 THE TRUCK

backs up to a huge crater half-filled with refuse.

## 490 THE DRIVER

REVS the engine, pulls the bed-lift gear...

## 491 THE TRUCK BED

rises and tilts forward, the load of trash tumbling  
down the face of the crater.

## 492 THE CARDBOARD CRATE

slides along the mountain of filth -- skating forward  
from the crest.

## 493 THE DRIVER

gets out of the cab, checks to see that all the garbage  
is gone from the truck bed. On his way back to the cab  
he finds a magazine to his liking near a shredded auto  
tire. With his newly-found prize, the driver re-enters  
the truck and drives away.

## 494 THE CARDBOARD CAGE

lies half-buried at the bottom of the crater among  
broken glass, melon rinds, flashlight batteries, tin  
cans, used tires...

495 DOC

saws at a corner of the cardboard with his penknife. The matted paper gives way, allowing them more room within the box.

DOC

Okay?

CAROL

I think so.... I don't know.

Doc puts his hand to her face, wiping away some of the thin traces of blood.

DOC

These will be all right.  
They're not deep...

Carol smiles for the first time in quite a while.

CAROL

No scars.

DOC

No scars.

Doc looks across the garbage crater through the open end of the crate.

DOC

(continuing)

We better stick here till it  
gets to be night.

CAROL

(down)

Yeah.

Doc smiles, trying to get her to smile again.

DOC

We're going to make it.

CAROL

(further down)

Sure.

Carol rubs one hand along her now terribly soiled, tweed suit.

496 EXT. STREET - ABILENE (MORNING)

The big black Packard sits parked near the car lot where Doc and Carol picked up the blue Chevrolet.

## 497     INSIDE THE PACKARD

The Accountant sits in the back seat trimming his finger nails with a pair of "trim" clippers. He snips the cut nails onto the floor of the Packard.

## 498     CULLY AND SWAIN

pass along a row of priced used cars and slip into the sales shack of the lot.

## 499     INSIDE THE SHACK

the Obese Man sits behind a scarred metal desk littered with accounts. He smiles as Cully and Swain enter.

OBESE MAN

Help you, fellas?

CULLY

Sure can, you big tub of guts...

A knife snaps open in Cully's hand; Swain kicks the door to the shack closed, then stands in front of it. Cully moves around the desk, then seats himself on the desk top in front of the Obese Man. He has now become 350 pounds of whitish, sweating fear.

CULLY

(continuing)

Doc McCoy, he got a car here yesterday morning.

OBESE MAN

I don't know what you want.

CULLY

One more answer like that and I start carving bacon, okay? Now let's start again.

OBESE MAN

He was here about 9:30. I didn't hear he was hot till around noon...

CULLY

A woman and a suitcase?

OBESE MAN

(nodding his head)

Yeah... how'd you know to come here?

(CONTINUED)

499 CONTINUED:

CULLY  
Simple. You're the only  
connection around here.

500 THE GARBAGE DUMP (MORNING)

The cardboard cage has now been opened considerably by Doc, forming a loose sun shade -- though they still remain out of sight from anyone looking down into the mouth of the crater. Doc has set aside his .45. He reloads the magazine of his shotgun. Carol scratches violently at her legs.

DOC  
Don't scratch. Rub... you  
scratch, it'll probably get  
infected.

CAROL  
Take care of yourself.

She looks away from Doc. Doc stares at her mussed hair and tear-stained cheeks.

DOC  
I want to say something.

CAROL  
(quiet defeat)  
I don't want to hear it.

DOC  
(softly)  
Don't put me off. It's hard  
enough.

Carol turns back, faces Doc. Their eyes find one another.

DOC  
(continuing)  
Look, what you said before...  
I guess that was right. It  
isn't worth anything if we  
don't make it together.

CAROL  
I don't think we can any more...

DOC  
Nothing's ever sure... but we  
can try... we got this far.

(CONTINUED)



500 CONTINUED:

CAROL

We're not very far, Doc. We've just come a lot of miles. But you and I, we're not close to anything.

DOC

Okay, you're right. I know you're right. But we either pick it up or else we leave it right here. We got to go one way or another...

A pause.

CAROL

(setting the condition)

No more about Beynon.

DOC

Okay. Whatever happened, happened. Yesterday's not as important as tomorrow.

CAROL

(not trusting his words)

Sounds good.

DOC

You want to try?

CAROL

Can't get any worse, can it?

DOC

I don't see how.

A long moment.

CAROL

(finally taking Doc's arm)

Okay. I'll try...

DOC

(slow smile)

You and me.

CAROL

Can we make it?

(CONTINUED)

500 CONTINUED - (2):

DOC

We get to Mexico, we can have  
a life.

CAROL

That's all I want... it's  
about the only thing I ever  
wanted.

As she pushes herself against him...

DOC

I'm going to try to get it  
for you.

501 DOC'S HAND - NIGHT

pulling the ignition wires out from under a dashboard.

502 DOC AND CAROL

inside a dilapidated pick up truck. Doc touches the  
contact wires, the engine kicks over. Doc throws the  
truck into gear.

503 THE PICK UP

moves across the deserted construction site. Several  
dump trucks, tractors and back-hoes are parked nearby.  
The truck gingerly crosses the yard and slips into the  
night.

QUICK DISSOLVE TO:

504 INSIDE THE CAB

of the battered pick up. Doc continues to drive.

DOC

Highways are going to be way  
too hot. We'll dump this in a  
couple of hours.

CAROL

Then what?

DOC

We'll see what breaks.

## 505    INSIDE GOLLIE'S HOTEL - EL PASO - NIGHT

Gollie's baby daughter sleeps in the bassinet. At the switchboard Mrs. Gollie works quietly on a crossword puzzle.

## 506    GOLLIE

is cutting form charts out of the Daily Racing Form and pasting them onto 3 x 5 index cards. A small desk file cabinet filled with similar cards on the counter before him.

## 507    ACROSS THE LOBBY

Hayhoe sits, encompassed in a high-backed Victorian chair at an obscure corner of the big room. Half-dozing, he smokes a cigarette. From his vantage point Hayhoe's look takes in both the front door to the hotel and the reception desk. He sits and waits... the patience of a cat near a barn full of mice.

## 508    EXT. MOUNTAINOUS AREA

Carol, her eyes wide, watching...

## 509    THE ROADSIDE

as the pick up truck rolls slowly forward. Doc steps out of the cab.

## 510    THE TRUCK

bounces off the highway and, after falling a thousand feet down the ravine, disappears into blackness.

## 511    A RAILROAD SIDING - NIGHT

in open country. A short-car freight train completes a refueling stop. The engine whistle BLOWS -- the shriek blasts through the night as the box cars begin to roll slowly forward.

## 512    DOC AND CAROL

emerge from the shadows at one corner of the siding. They jog alongside the rolling cars...

(CONTINUED)

512 CONTINUED:

Doc grabs a box-car door... locked... another car... another locked door. The train begins to gather momentum. An empty cattle car slides up... Doc grabs onto the plank siderail, pulls himself up, reaches back for Carol... their hands intertwine.

513 INSIDE THE CATTLE CAR - LATER

Doc and Carol huddled together on the floor of the dung smeared car. They hold one another tightly, fighting the cold and the relentless ROAR of metal wheels.

514 INT. LOBBY - GOLLIE'S HOTEL - EL PASO - MORNING

Rudy, Harold and Fran enter the hotel, each of them carrying overnight bags. As they cross to the reception desk...

515 HAYHOE

watches from across the room, carefully cleaning his teeth with a cinnamon toothpick.

516 THE THIRD FLOOR CORRIDOR - GOLLIE'S HOTEL - MORNING

Gollie leads Rudy, Fran and Harold down the dark-walled hallway, stopping before room number 312. Gollie turns the key in the lock, opens the door.

GOLLIE

... it's hard to figure.  
There's something about the composition of the track at Pimlico... You can't go by the clock, a speed horse, take a second off any other track in the country.

517 INSIDE THE ROOM

as the group enters.

GOLLIE

... but a speed horse is the only thing that consistently holds form. They got to let 'em run, dumb god damn trainers try to rate 'em, just breaks their heart.

(CONTINUED)

517 CONTINUED:

Rudy kicks the door shut with a SLAM, grabs Collie's shoulder, spins him, hits him full in the stomach. As Gollie begins to fall Rudy catches him, wallops him again in the mid-section, then throws him back into a ratty armchair. Rudy instantly pulls out his .44 and shoves it hard against Gollie's mouth. Rudy slips the hammer back. Harold and Fran are transfixed by the sudden violence.

RUDY

Okay, sweetpea, you get two choices. Live or die. Do what I tell you, you not only get to live, but maybe you'll pick up some money...

GOLLIE

(still breathless)

What is it?

RUDY

First things first. Main thing, you work for me, otherwise I get you. If I don't, six months from now one of my friends will.

518 HAYHOE

at a wooden phone booth on the streets of El Paso. He slips a nickel into the slot.

519 INT. MOTEL ROOM - SAN ANTONIO - MORNING

The Accountant sits on the still-made bed. Cully stands at the mirror on the other side of the room, shaving himself over a porcelain basin. Swain lies across a sectioned sofa. The Accountant is reading a copy of Kinsey's "Sexual Behaviour in the Human Male." The phone on the night stand begins to RING... Six eyes instantaneously turn.

520 A DESTINATION INDICATOR

on a Greyhound bus. The sign reads EL PASO.

## 521 AT THE SIDE OF THE BUS TERMINAL - AMARILLO, TEXAS - DAY

Twenty people file slowly onto the big vehicle. Carol, now wearing a print dress, is near the head of the line -- she watches as the Driver and a Porter throw various suitcases into the outside compartment of the bus, among them the brown suitcase.

## 522 DOC

stands ten people behind Carol as the line moves slowly forward. He wears a grey overcoat and shapeless denim trousers. Doc sees the compartment door slam and lock. The brown leather suitcase disappears from sight.

## 523 INSIDE THE BUS

as it rolls south through the arid countryside. Carol is seated next to an ELDERLY WOMAN halfway back in the Greyhound.

## 524 DOC

sits in the stretch seat at the absolute rear of the bus; a sleeping cowboy bounces along beside him.

DISSOLVE TO:

## 525 EXT. STREET - EL PASO - EARLY AFTERNOON

Carol sits on a wooden bench at a Metro stop. The brown suitcase is on the ground at her feet. She reads a copy of Collier's.

## 526 ACROSS THE STREET

from Carol's bench is Gollie's Hotel; five stories of yellow brick, jammed tight against the building is another seedy hotel of similar height. The two buildings are separated by a very narrow space.

## 527 GOLLIE'S

nervous face. The switchboard behind him is now vacant.

GOLLIE

503, you'll be the only ones  
on the floor.

528 DOC

facing Gollie over the reception desk. He holds the paper-wrapped shotgun under his arm.

DOC

She'll come in in about five minutes. Have some food sent up in half-an-hour.

GOLLIE

Just sandwiches...

DOC

Right.

He picks up the room key. Doc starts for the elevator.

DOC

When she gets here, have that kid of yours help her with the suitcase.

GOLLIE

He took the day off.

DOC

Then you do it.

GOLLIE

Can't leave the desk.

Doc gives Gollie a half-pissed look, then crosses to the elevator and pulls the cage door open.

529 GOLLIE

watches the rickety, self-service elevator move upward. He reaches for the desk phone.

530 INSIDE ROOM 312

Fran, wearing only a bathrobe, is doing her nails while watching an old movie on the black-and-white tube. Robinson and Raft in "Manpower". The Veterinarian is cleaning and dressing Rudy's wound -- the criminal is seated on the bed, Harold standing over him. The phone begins to RING.

531 FRAN

looks over to Rudy from her over-stuffed archair.

RUDY

Okay, Grunt, pick it up.

## 532 ELEVATOR DOORS - FIFTH FLOOR

Carol emerges through the sliding door and turns down the corridor -- she walks slowly, carrying the heavy suitcase. Reaching the door to room 503, Carol knocks rapidly three times, waits, then raps out two sets of two knocks.

## 533 THE DOOR SWINGS OPEN

Doc stands within the archway. He smiles.

CAROL

Wanta buy a Fuller Brush?

Doc shuts the door and slips his arms around Carol, revealing his .45 automatic in one hand. As they embrace:

## 534 RUDY

spinning the chamber on his .44, then shoving it into his coat pocket. Fran is getting dressed in the middle of the room, pulling on the heavy-duty foundation garments of the period. Her breasts and thighs ripple outward from the confines of the bra and girdle.

RUDY

I got a little problem with you, Harold.

## 535 HAROLD

sitting on the bed. He looks up at Rudy.

## 536 RUDY

begins his smile.

RUDY

You stand up, go face the wall over there.

Harold just looks at him.

RUDY

(continuing)

Harold, I asked you real nice, now stand up, go over there and face the wall.



537 HAROLD

Almost catatonic, he stands, then moves to the wall, his back turned to Rudy and Fran.

538 RUDY

has opened Harold's medical bag. He lifts out a scalpel.

RUDY

Things are movin' on, Harold.  
I guess we can part company  
real soon. I really do appreciate the way you've taken care of me.

Rudy, holding the surgical instrument, begins to walk toward Harold.

539 THE CALICO KITTEN

sleeps peacefully in its cardboard box.

540 FRAN

standing in the middle of the room, still without her blouse, she tries to hook her skirt into place. As Rudy moves by her, Fran's eyes follow the criminal.

541 HAROLD

can HEAR the footsteps coming up from behind.

542 FRAN'S

eyes go wide. The SOUND of a quiet whimper.

543 CAROL

within the shower of the bathroom in room 503. Steam hangs in the air as she vigorously soaps her body, cleansing herself of the residue left from their cross-country flight.

544 DOC - IN THE MAIN ROOM

standing at the large windows facing across to the building next to Gollie's.

(CONTINUED)

544 CONTINUED:

The fire escapes of the two hotels virtually touch one another. Doc pulls down the yellowing paper shades. Now in the center of the room, Doc throws the suitcase on the bed, undoes the straps and snaps, lifts the lid open. He stares at the huge amount of money for a moment, then digs into its contents, reaching down to the bottom of the suitcase. He withdraws his hand, holding four passports. Crossing the room, Doc sorts out the visas. He puts two of them on the bureau drawer top -- the other two he begins tearing into sections and placing into a large ashtray. He touches a match to the scraps.

545 RUDY'S FACE

as flames within the ashtray curl around his photograph.

546 HAYHOE

behind the steering wheel of a Frazier. He again massages his teeth with a cinnamon toothpick.

547 EXT. AIRFIELD

Near a row of parked private planes, the Accountant, Swain and Cully approach the parked Frazier... all three faces have a dead-pan appearance.

548 THE BED

in Doc and Carol's room. The suitcase has now been closed, the .45 automatic sits beside it. Doc's overcoat also lies across the bedspread, near it the paper-wrapped shotgun.

549 CAROL

still in the bathroom of room 503. She wears only a slip. Carol is washing out her bra and panties in the washbasin, using a coarse bar of soap. Doc enters; he begins taking off his shirt.

DOC

We've got some food coming,  
should be here any minute.

CAROL

.Great. I'm going to sleep  
twelve hours.

(CONTINUED)

549 CONTINUED:

DOC

Ten. Gollie's going to take  
us across at four A.M.

CAROL

(mild complaint)

Oh, Jesus... how?

DOC

Jeep. There's a dry river bed  
fifteen miles east. He takes  
us to the Mexican side, drops  
us off at the airfield by break-  
fast... We've got a 9 o'clock  
flight...

CAROL

(smiles)

I'll be ready.

DOC

(down)

Yeah.

CAROL

What's wrong?

DOC

(shrugs)

I don't know.

CAROL

Get in the shower. You'll feel  
okay.

DOC

(smile)

Whatever you say.

## 550 THE THIRD FLOOR HALLWAY

as Rudy and Fran emerge from room 312. The door shuts  
behind them, Rudy guides Fran to the elevator. He  
pushes the "up" button...

## 551 DOC

the hard spray of the shower breaking over the back of  
his skull. Tired, he closes his eyes, rests the side of  
his head against the tile.

552 CAROL

still wearing the slip, she lies back across the bed. Her eyelids slowly fall shut. Carol has pushed the suitcase, overcoat and .45 off to one side.

553 RUDY AND FRAN

inside the elevator as it pulls upward. Rudy puts one hand inside his coat pocket.

554 DOC

still within the shower, his eyes remain closed.

555 INSIDE THE FRAZIER

as Hayhoe drives through the city streets of El Paso. Swain is beside Hayhoe in the front, Cully and the Accountant ride in the back seat.

556 CAROL

lightly napping on the bed as Doc bursts out of the bathroom -- again dressed in his shorts, holding his pants in one hand.

DOC

Get up!

Carol's eyes snap open.

DOC

(continuing)

We're moving, now!

He quickly pulls on his pants...

CAROL

What is it?

DOC

Gollie. He's always got his family around... that wife and kid of his have to stand by his side to make sure he stays off the juice and horses.

(CONTINUED)

556 CONTINUED:

CAROL

So what?

DOC

If they're not here, he must've sent them away.

557 INSIDE CORRIDOR - FIFTH FLOOR

Rudy and Fran get out of the elevator. Rudy hooks the chain on the grill-door, preventing it from shutting, insuring that the lift will remain on the fifth floor. They move down the hallway toward room 503, passing several rooms. Fran's face is taut. Rudy starts his nervous grin.

558 INSIDE ROOM 503

Doc snaps his zipper closed, reaches for his shirt.

CAROL

You're crazy.

DOC

(hard)

Get your clothes on, move your butt.

She looks at him, doesn't move.

CAROL

Sorry, Doc. I'm clean, I'm getting some rest for the first time in a week...

She is interrupted by a hard KNOCK on the door. Doc drops his shirt on the floor. He quickly reaches down, lifts his .45. Doc gestures to Carol -- she moves toward the door.

CAROL

(continuing)

Who is it?

559 INT. HALLWAY

Fran stands at the door to 503. Rudy is at her shoulder; he has taken out his revolver.

(CONTINUED)

559 CONTINUED:

FRAN

It's your food, I brought up  
your sandwiches...

560 INSIDE 503

Carol standing near the door, looks at Doc. He mouths  
and half-whispers:

DOC

Stall.

Doc whips his pen knife out of his pocket, crosses the  
room to the locked door of an adjoining hotel room. He  
begins forcing the lock.

CAROL

Just leave it outside the  
door... I'm not dressed right  
now.

After a moment.

FRAN

I can't do that, Ma'am. You  
have to pay now so I can pay  
back the boy that went out and  
got the food...

561 DOC

working on the door; his .45 shoved into the waistband  
of his pants.

562 CAROL

thinking hard...

CAROL

All right. You'll have to  
hold on a minute, my husband's  
in the shower...

563 DOC

breaks the lock and opens the door -- he quickly crosses  
the dark apartment, moves to the front door, slips out  
his automatic, then gingerly cracks the door. His eyes  
tighten in amazement as he sees:

564 RUDY

standing slightly behind Fran, his .44 held tightly up to the door jamb, ready for instantaneous use. Rudy and Fran are fifteen feet down the hallway from Doc's slightly opened door. They both have their backs turned to him in a three-quarter fashion.

565 DOC

bare-footed, bare-chested; he decides on a course of action. The door swings quietly open.

566 WITHIN THE HALLWAY

Doc closes the distance between himself and Rudy in two swift strides... Rudy turns, swinging his gun, too late as Doc's .45 crashes against his head. Fran SCREAMS. Doc again smashes his big pistol across Rudy's ear, then once again. Rudy looks at Doc, still smiling, eyes glazed.

He falls abruptly from the terrible battering... Doc stands over the fallen body. Fran continues to SCREAM. Doc finally turns away from Rudy, looking now at the shrieking woman. He flattens her with a left hook to the jaw. Fran drops to the floor as if she had been shot. Suddenly everything is silent within the corridor.

567 RUDY'S

head is bloodied. He lies without movement.

568 DOC

now slams at the door to 503.

DOC

Open it up! It's okay!

Carol swings the door open.. Doc bursts back into the room, grabs his shirt, begins to button it.

DOC

(continuing)

Come on, come on.

CAROL

Who was it?

(CONTINUED)

568 CONTINUED:

DOC  
Just get your clothes on...

569 THE FIFTH FLOOR CORRIDOR

as Doc and Carol come back out of 503, step over the fallen bodies and start toward the waiting elevator... Carol stops as she recognizes Rudy. Doc pulls her along, forcing her to keep moving. Carol again carries the brown suitcase, Doc holds the shotgun. They enter the elevator, Doc frees the chain, lets the grill slide shut.

570 INSIDE THE ELEVATOR

as it HUMS downward.

CAROL  
How did he get here?

Doc shakes his head.

DOC  
I don't know. The only thing  
I know is Gollie must've sold  
us...

571 THE ACCOUNTANT

who stands at one corner of the reception counter in the lobby of Gollie's hotel. Within an alcove behind and to one side of the desk (the area serving as an office) Cully, Swain and Hayhoe have stretched Gollie across the pine desk. The Accountant eyes both the empty lobby and the entrance to the hotel, acting as lookout.

572 CULLY

inside the alcove, he lifts the wooden chair from behind the desk and breaks it against the wall. Cully grabs a snapped-off leg of the heavy chair to use as a club. The thug turns back to the desk where Swain and Hayhoe have Gollie pinioned.

CULLY  
Just tell us the room number.



573 GOLLIE

looks back at Cully. He is very frightened but says nothing.

574 CULLY

slams the wooden club down on Gollie's kneecap. After Gollie's cry of pain:

CULLY

Now you want to tell me?

GOLLIE

McCoy's in 503, the other guy's in 301.

CULLY

Sure about that?

He again whacks Gollie's knee.

CULLY

(continuing)

We don't want any mistakes.

575 THE ELEVATOR DOOR

opening. Doc and Carol emerge, moving quickly for the main entrance. They get five steps from the elevator before simultaneously seeing the Accountant.

CAROL

Doc!

Doc and Carol freeze for an instant.

576 THE ACCOUNTANT

snaps his fingers twice.

577 CULLY

lowers his club, looks to the Accountant, as do Swain and Hayhoe

578 THE ACCOUNTANT

smiles, staring at Doc and Carol.

ACCOUNTANT

(calm)

Out here.

579 CULLY, SWAIN AND HAYHOE

appear from the alcove behind the Accountant. They look over his shoulder toward the rear of the hotel, their eyes finding Doc and Carol.

580 DOC

has one hand in his outside coat pocket, wrapped around the .45. Carol continues to hold the suitcase. She has drawn the valise up in front of herself in a nervous gesture, almost like a shield. The distance between Doc and Carol and the hotel entrance has been effectively cut off by the four opponents standing near the reception desk. Carol edges backward a few steps, toward the massive wooden staircase.

581 THE ACCOUNTANT

turns the situation over in his mind, trying to master the confrontation.

ACCOUNTANT

Just have her set it down,  
McCoy, that's all we want.

582 DOC'S

hand comes out of his coat pocket, a slow gesture revealing that his palm is empty.

DOC

You want it? Come and take it.

583 THE ACCOUNTANT

now flanked by the three men.

(CONTINUED)

583 CONTINUED:

ACCOUNTANT  
(quietly)  
Get him.

As the three men reach for their guns.

584 DOC

moves much faster. He ducks to the right, levels the disguised shotgun and FIRES in the same movement.

585 THE RECEPTION DESK

near the Accountant disintegrates and splinters from the blast -- the four men are stunned by the sudden burst of fire power.

586 DOC AND CAROL

start to move back upstairs -- hurrying as they go.

587 HAYHOE

recovers his composure, levels his pistol at the retreating couple. Another SHOT from Doc's riot gun -- this one breaking open the floor at Hayhoe's feet.

588 ON THE WINDING STAIRWAY

Doc and Carol flee upward. She struggles with the heavy suitcase, Doc transfers the riot gun to his left hand, pulls out the more accurate .45 to use with his right.

589 WITHIN THE LOBBY

After a moment of indecision, the four men split forces; Cully and the Accountant run to the elevator, enter it, pull the door shut -- Swain and Hayhoe start for the stairwell in direct pursuit of Doc and Carol. All the men, save the Accountant, now have guns in their hands.

590 DOC AND CAROL

continuing up the winding staircase, they pass the first landing, move higher.

591 SWAIN AND HAYHOE

cautiously going upward. Still below the first level landing, their eyes search overhead, the SOUND of Doc and Carol's pounding feet can be heard.

592 HAYHOE

leans out over the banister, points his gun directly up, FIRES.

593 DOC AND CAROL

between the first and second floor landings as Hayhoe's bullet tears by, ripping through the wooden banister supports.

594 INSIDE THE ELEVATOR

The Accountant and Cully watch the arrow indicator pass "two".

595 DOC

aiming his .45, resting it on the banister... he FIRES two shots back down the stairwell.

596 SWAIN AND HAYHOE

moving up the steps two at a time. Suddenly swain's leg buckles as a .45 slug tears through his hip, the other bullet ripping the plaster near his shoulder.

597 SWAIN

has been flattened by the wound; he CRIES out, then tries to get back up. Swain can't make it. He tumbles back down a few steps, then pulls himself over near the banister.

598 HAYHOE

continues moving upward.

599 SWAIN

now beside the banister, he points his revolver straight up -- empties it.

600 DOC AND CAROL

as Swain's bullets break around them. Doc pulls Carol down -- lifts the riot gun. The howitzer-like-gun FIRES down the stairwell with a huge ROAR.

601 THE STAIRCASE

ten feet in front of Hayhoe is smashed by Doc's shot. Hayhoe has to climb over the uprooted planking to continue moving upward.

602 THE ELEVATOR INDICATOR

stopping at "four"...

603 CULLY

pulls open the door, moves out into the corridor. The Accountant remains within the elevator.

604 HAYHOE

FIRING his pistol upward.

605 CAROL

running up the stairway, ahead of Doc by three steps. They pass the third landing, keep moving upwards towards the fourth.

606 DOC'S

focus of attention is downward. He knows that he and Carol are being pursued up the stairwell, but he isn't aware of the fact that the gunsels have split their forces.

607 RUDY

again rising like Lazarus from the dead. His head bloodied from Doc's heavy pistol, he slowly wobbles to his feet; looks down at Fran who is still collapsed within the hallway, though beginning to revive somewhat, she sobs violently, her back leaning against the wall. Rudy picks up his .44, then stumbles into the open door of Doc and Carol's room, (503). He unsteadily crosses to the bathroom, closes the door.

608 CAROL

frantically moving upward, Doc has now fallen five steps behind.

609 DOC

FIRES the .45 down the stairwell at Hayhoe.

610 CULLY

walks cautiously down the fourth-floor corridor, pistol raised. He moves toward the landing, having covered one quarter of the distance from the elevator.

611 THE ACCOUNTANT

still within the Elevator; his face is tense, but shows no sign of fear.

612 CULLY

continues stepping forward as Carol comes up the stairwell and looks back for Doc. The SOUND of Hayhoe's pistol and Doc's answering .45. Carol senses a movement; she turns and sees Cully's gun leveled at her. As Carol SCREAMS...

613 DOC

dives onto the landing facing the Corridor -- his plane of movement knee high -- the riot gun in his left hand, .45 in his right, both pieces FIRING in unison.

614 CULLY

is hit twice in the chest by .45 slugs. The killing wounds fling him upward as he fires his own gun -- his aim destroyed by the death blows, the bullets stray above Carol, high of their mark.

615 THE CORRIDOR WALL

near the elevator is smashed by one of the riot guns' jumbo shots, as is the top of the Elevator. The plaster flies away revealing further damage -- the cables are smashed, the Elevator breaks loose and plummets downward.

616 THE ACCOUNTANT

within the Elevator as it hurtles downward at a wild pace.

617 THE EMERGENCY CABLE

mechanism transfers over, the line catches within the pulley housing, the line snaps taut - halting the speeding car.

618 WITHIN THE LOBBY

as the Elevator slams to a wrenching stop five feet above the floor level. The Accountant bounces from the floor of the car to the ceiling, then back to the floor.

619 GOLLIE

leaning across the reception desk in great pain. He sees the suspended car through the iron grill door.

620 THE ACCOUNTANT

lies completely still on the floor of the Elevator; his head and neck twisted at an oblique angle.

621 DOC

seated on the fourth-floor landing. He jams several shells into his riot gun while holding his .45 ready for an appearance by Hayhoe. Reloading completed, he stands -- with Carol. He again begins to move upward.

622 HAYHOE

FIRES from the stairwell.

623 DOC

stops, sets both the riot gun and the .45 on the bannister... He waits...

624 ON THE WINDING STAIRCASE

below him there is a dark movement...

- 625    DOC  
      FIRES both guns.
- 626    THE STAIRWELL  
      around Hayhoe disintegrates. The thug is obliterated by the firepower.
- 627    DOC  
      cannot see the effect of his shots -- he again resumes his flight upward.
- 628    RUDY  
      in the bathroom of 503, he holds his bloody head in the sink bowl, dumbly splashing water over himself. Carol's underwear still present, Rudy's pistol lies on the soap tray.
- 629    THE FIFTH FLOOR LANDING  
      as Doc and Carol come pounding into view. No further avenues open, they turn down the corridor.
- 630    DOC  
      grabs Carol and pushes her into 503, past Fran's still prone body -- he kicks the door shut.
- 631    INSIDE 503  
      Doc grabs the suitcase, runs to the window, tears off the shade, lifts the frame. He throws the suitcase across the two fire escapes, breaking through the window of the apartment in the opposite hotel.
- 632    WITHIN THE OPPOSITE APARTMENT  
      an old WINO sits at a table nursing his bottle of port. He looks up mildly as the suitcase crashes into his room
- 633    BACK IN 503  
      Doc helps Carol out onto the fire escape. He aids her with his left hand, the riot gun now clutched tightly in his right.



634 CAROL

nervously looks down five floors. She then crosses the tiny distance between the two iron supports and moves to the broken window of the apartment. Carol looks back, waiting for Doc. She sees:

635 DOC

start through the window as Rudy comes out of the bathroom holding his .44.

636 RUDY

all drunken eyes. He looks at Doc, then slowly raises his gun.

637 DOC

sees Carol's face; he whirls, FIRING the shotgun in a multiple, continuous explosion.

638 RUDY'S

time has come. The jumbo charges mash him back against the wall, his form disintegrates.

639 DOC

doesn't pause to study Rudy's final position. He discards the shotgun, then instantly moves across to the opposite fire escape, kicks out the remaining glass within the frame, then leads Carol into the room.

640 THE WINO

looks up quizzically as a man and woman enter his room via the window, retrieve their suitcase and cross to the front door where they rapidly exit, shutting the door behind them. Alcohol occasionally breeds philosophical detachment. The Wino calmly takes another drink.

641 IN THE CORRIDOR

Doc and Carol hustle toward the Elevator, grab it... enter the car.

642 INT. ELEVATOR

as it lumbers downward five floors. Both Doc and Carol are soaked with perspiration.

643 HOTEL LOBBY

The elevator opens, Doc and Carol cross the dingy lobby. Two exits are visible; Doc guides Carol to the side opening.

644 ON THE SIDEWALK - LATE AFTERNOON

outside the side entrance to the hotel. Doc and Carol emerge from the double doors. They begin walking quickly away. The SOUND of approaching SIRENS.

645 DOC AND CAROL

turn the corner of the street, moving down the sidewalk.

646 A FORD COUPE

driven by an ELDERLY MAN pulls up to a stop light at the small intersection. Doc and Carol approach. Doc spots the car, quickly runs to it.

647 DOC

opens the roadster door and slides in next to the man. He jams the .45 against his waist. Carol throws the suitcase into the backseat. Doc slides up as Carol pulls the seat forward and climbs into the back of the Coupe.

DOC

Just drive, you'll be all right.

MAN

(much more surprised  
than afraid)

Sure. Okay, okay.

The Coupe pulls forward as the light blinks to green.

648 INSIDE THE FORD

the Elderly Man nervously grips the wheel.

(CONTINUED)

648 CONTINUED:

DOC

Straight to the border... and  
don't get wise. I know how  
far it is.

As the Coupe passes an intersection, Seven Police Cars  
can be seen arriving at the front of Gollie's Hotel.

649 THE COUPE

continues moving up the street, then makes a right onto  
a larger boulevard.

650 INSIDE THE FORD

as it motors carefully along. Doc half-turns to Carol.

DOC

You okay?

CAROL

I guess so.

After a moment.

CAROL

Where do we go now?

DOC

(nearly beaten)

I don't know. Airport, I  
guess.

CAROL

They'll have our description  
before we can get a plane...

DOC

(way down)

Yeah...

OLD MAN

You aren't gonna shoot me  
are you?

DOC

I kind of doubt it...

The Old Man is obviously pleased that some excitement  
has come into his life.

(CONTINUED)

650 CONTINUED:

OLD MAN

That's good... I'll cooperate,  
don't worry about that... Yes,  
sir, I've had some trouble  
with the law myself...

Doc and Carol look at the man...

MAN

Three years ago I dynamited  
some fish at the reservoir...

CAROL

Oh my God.

OLD MAN

That little job cost me a  
hundred dollars... didn't even  
get to keep the fish.

DOC

(resigned to the  
insanity of the  
moment)

Let's just get to the border.

OLD MAN

Sure thing mister, it's coming  
right up...

651 AT THE EL PASO MEXICAN/AMERICAN BORDER STATION

the American OFFICIALS simply wave the car by.

At the white line, a Mexican CUSTOMS OFFICER emerges  
from the station house. As he looks inside the Coupe:

OFFICIAL

Buenas tardes... Your  
destination...

OLD MAN

(speaking  
right up)

Mazatlan... gonna do some  
sight-seeing.

The official smiles, allows them to pass.

652 INSIDE THE COUPE

as it heads into Juarez on the Mexican side.

(CONTINUED)

652 CONTINUED:

OLD MAN

Which way?

DOC

Just keep driving.

OLD MAN

You want to go to the airport?

DOC

(down)

I don't know.

CAROL

How long before this car's  
hot?

DOC

Soon as we let him go...

CAROL

(flat)

This is it. I can't go much  
more...

DOC

Yeah...

After a moment...

DOC

(continuing)

Pull over.

The Old Man stops the Ford near the soft shoulder of  
the dirt road. Doc looks at the Old Man.

DOC

(continuing)

Listen... how much money did  
you make this year?

OLD MAN

(slightly offended)

What's it to you?

DOC

(patient)

Come on. How much?

OLD MAN

'Bout three thousand.

(CONTINUED)

652 CONTINUED - (2):

DOC  
How about if I buy your car  
for ten grand?

OLD MAN  
You serious?

DOC  
Sure am.

OLD MAN  
And I keep my mouth shut?

DOC  
That's what I want.

OLD MAN  
I don't report the car and I  
don't know either one of you.

DOC  
You got it.

OLD MAN  
How about twenty thousand?

DOC  
How about thirty?

OLD MAN  
(delighted)  
Done, by God.

Doc turns to Carol.

DOC  
Pay the man.

As she begins to open the suitcase...

653 A WAD OF MONEY

disappearing into the Old Man's pocket.

654 DOC

looking at the Old Man.

DOC  
You're going to have to walk  
back to the border.

(CONTINUED)

654 CONTINUED:

OLD MAN  
Don't worry about me. I'll  
grab a cab -- I can afford it  
you know.

The Old Man steps out of the car, Carol moves into the  
front seat as Doc slides behind the wheel.

OLD MAN  
(continuing;  
leaning through  
the window)  
Hope you get to where you're  
going.

CAROL  
Thanks. Hope you do too.

OLD MAN  
By the way, you're getting a  
hell of a car here, Mister...

DOC  
(laughs)  
Well, I paid a hell of a price  
... Now for God's sake don't  
tell anybody.

OLD MAN  
(his pride hurt)  
Wish you hadn't said that.  
When Tom Canfield's lips are  
sealed, they're sealed.

DOC  
(smiles)  
Okay.

Doc slips the Ford into gear.

OLD MAN  
One thing though... how do I  
explain this to my wife?

CAROL  
Tell her you robbed a bank...

The car pulls forward. The Old Man waves good-bye, then  
turns and begins walking back down the street which is  
lined with stuccoed white walls of Juarez.

## 655 BACK INSIDE THE FORD

as Doc accelerates away.

CAROL  
Are we going to make it?

DOC  
Hell, I don't know... But we  
sure gave it a run...

CAROL  
(positive, with  
a small smile)  
Whatever happens... we're  
going all the way.

DOC  
(smiles)  
Yeah, well why not? We're  
the good guys...

CAROL  
I guess we are.

After a moment...

DOC  
Why don't you try the news?

Carol snaps on the radio; the VOICE of a Mexican  
Announcer.

CAROL  
No more news. From now on  
we're just going to listen  
to music...

She spins the dial, finding Hoagy Carmichael singing  
OLE BUTTERMILK SKIES... As Carol leans against Doc's  
shoulder...

## 656 THE FORD COUPE

passes from view down the Mexican highway, becoming  
a darkly retreating grain of sand against the setting  
sun. The MUSIC holds.

Hoagy's dry voice croons along.

(CONTINUED)



656 CONTINUED:

"Ole Buttermilk sky,  
I'm tellin' you why;  
Now you know.  
Keep it in mind tonight,  
Keep a-brushing those clouds  
from sight,  
Ole Buttermilk sky..."

FADE OUT.

THE END